

POTBELLY CORP  
Form 8-K  
February 10, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**Form 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 6, 2014**

**Potbelly Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36104**  
**Commission**

**File Number:**  
**222 Merchandise Mart Plaza, 23rd Floor**

**36-4466837**  
**(IRS Employer**

**Identification No.)**

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**Chicago, Illinois 60654**

**(Address of principal executive offices, including zip code)**

**(312) 951-0600**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.08. Shareholder Director Nominations.**

The information set forth under Item 8.01 of this Form 8-K is incorporated by reference in this Item 5.08.

**Item 8.01. Other Events.**

On February 6, 2014, the Board of Directors of Potbelly Corporation (the "Company") approved Thursday, May 15, 2014 as the date of the 2014 annual meeting of the Company's stockholders (the "2014 Annual Meeting"). Qualified stockholder proposals (including proposals made pursuant to SEC Rule 14a-8 and any notice on Schedule 14N) to be presented at the 2014 Annual Meeting and in the Company's proxy statement and form of proxy relating to that meeting must be received by the Company at its principal executive offices located at 222 Merchandise Mart Plaza, 23rd Floor, Chicago, Illinois, 60654, addressed to the Secretary of the Company. In accordance with Regulation 14A and the Company's Amended and Restated By-laws (the "By-laws"), such proposals must be received by the Company not later than the close of business on February 20, 2014 (which is the tenth day following this public announcement of the date of the 2014 Annual Meeting). All proposals must comply with applicable Delaware law, the rules and regulations promulgated by the Securities and Exchange Commission and the procedures set forth in the By-laws.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 10, 2014

**Potbelly Corporation**

By: /s/ Matthew Revord

Name: Matthew J. Revord

Senior Vice President, General Counsel and

Title: Secretary