

POTBELLY CORP  
Form 8-K  
August 03, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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): May 11, 2017**

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

**Commission File Number: 001-36104**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**36-4466837**  
**(IRS Employer**  
  
**Identification No.)**

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**111 N. Canal Street, Suite 850**

**Chicago, Illinois 60606**

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

**(312) 951-0600**

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

**Not Applicable**

**(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))  
Indicated by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

We held our previously announced annual meeting of shareholders on May 11, 2017. At the annual meeting, shareholders voted in favor of the re-election of three incumbent directors, Peter Bassi, Marla Gottschalk and Aylwin Lewis, to our Board of Directors. As previously reported on Form 8-K, filed with the Securities and Exchange Commission on May 31, 2017, Mr. Lewis will depart from the Board of Directors on August 8, 2017. At the annual meeting, shareholders also voted in favor of the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2017. The final voting results were as follows:

## (1) Election of Directors

| Nominee          | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Peter Bassi      | 14,788,409 | 658,295        | 6,468,043        |
| Marla Gottschalk | 14,647,578 | 799,126        | 6,468,043        |
| Aylwin Lewis     | 14,681,426 | 765,278        | 6,468,043        |

## (2) Ratification of the appointment of Deloitte &amp; Touche LLP as independent auditors:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 21,249,912 | 422,944       | 241,891     |                  |

**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: August 3, 2017

**Potbelly Corporation**

By: /s/ Matthew Revord

Name: Matthew Revord

Senior Vice President and Chief Legal

Title: Officer