



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

May 16, 2024

Robert Wright  
President and Chief Executive Officer  
Potbelly Corporation  
111 N. Canal Street, Suite 325  
Chicago, Illinois 60606

**Re: Potbelly Corporation**  
**Registration Statement on Form S-3**  
**Filed May 8, 2024**  
**File No. 333-279213**

Dear Robert Wright:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Alyssa Wall at 202-551-8106 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services

cc: Flora Perez