

POTBELLY CORP  
Form 4  
October 11, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Maveron Equity Partners 2000, L.P.

2. Issuer Name and Ticker or Trading Symbol  
POTBELLY CORP [PBPB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/09/2013

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

411 FIRST AVENUE SOUTH,  
SUITE 600

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SEATTLE, WA 98104

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount		
					(A) or (D)		
					Price		
Common Stock	10/09/2013		C		2,272,727 (1)	A (2)	2,646,748 D (3) (4)
Common Stock	10/09/2013		C		649,512 (1)	A (5)	3,296,260 D
Common Stock	10/09/2013		C		529,445 (1)	A (6)	3,825,705 D
Common Stock	10/09/2013		C		457,161 (1)	A (7)	4,282,866 D
Common Stock	10/09/2013		C		813,073 (8)	A (9)	5,095,939 D

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Common Stock      10/09/2013      C      714,992  
(10)      A      (11)      5,810,931      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title      Amount of Number of Shares
Series A Preferred Stock	\$ 0 <u>(2)</u>	10/09/2013		C	2,272,727	09/19/2001 <u>(2)</u>	Common Stock      2,272,727 <u>(1)</u>
Series B Preferred Stock	\$ 0 <u>(5)</u>	10/09/2013		C	649,512	09/18/2002 <u>(5)</u>	Common Stock      649,512 <u>(1)</u>
Series C Preferred Stock	\$ 0 <u>(6)</u>	10/09/2013		C	524,921	10/08/2003 <u>(6)</u>	Common Stock      529,441 <u>(1)</u>
Series D Preferred Stock	\$ 0 <u>(7)</u>	10/09/2013		C	445,242	03/23/2005 <u>(7)</u>	Common Stock      457,161 <u>(1)</u>
Series E Preferred Stock	\$ 0 <u>(9)</u>	10/09/2013		C	785,715	02/13/2006 <u>(9)</u>	Common Stock      813,078 <u>(8)</u>
Series F Preferred Stock	\$ 0 <u>(11)</u>	10/09/2013		C	614,992	12/24/2008 <u>(11)</u>	Common Stock      614,992 <u>(10)</u>
Series F Preferred Stock	\$ 0 <u>(11)</u>	10/09/2013		C	100,000	01/30/2009 <u>(11)</u>	Common Stock      100,000 <u>(10)</u>

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Maveron Equity Partners 2000, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X
Maveron Equity Partners 2000-B, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X
MEP 2000 Associates LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X
Maveron Equity Partners III, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X
Maveron III Entrepreneurs Fund, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X
Maveron General Partner 2000 LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X
Maveron LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X
MEP Associates III, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X
Maveron General Partner III LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X

## Signatures

/s/Dan Levitan, authorized  
person 10/11/2013

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes shares held by Maveron 2000, Maveron 2000-B and MEP 2000 (each as defined below). See Footnotes 3 and 4.
- (2) The Series A Preferred Stock automatically converted into Potbelly Corporation ("Potbelly") common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.  
  
Includes shares held by Maveron Equity Partners 2000, L.P. ("Maveron 2000"), Maveron Equity Partners 2000-B, L.P. ("Maveron 2000-B"), MEP 2000 Associates LLC ("MEP 2000"), Maveron Equity Partners III, L.P. ("MEP III"), Maveron III Entrepreneurs' Fund, L.P. ("Maveron-Entrepreneurs") and MEP Associates III, L.P. ("Maveron-Associates").
- (3) Maveron General Partner 2000 LLC ("Maveron GP"), as the general partner of each of Maveron 2000 and Maveron 2000-B, may be deemed to beneficially own certain of these shares. Maveron LLC, as the manager of MEP 2000, may be deemed to beneficially own certain of these shares. (continued on Footnote 4)

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- Maveron General Partner III LLC ("Maveron GP III"), as the general partner of each of MEP III, Maveron-Entrepreneurs' and
- (4) Maveron-Associates, may be deemed to beneficially own certain of these shares. Each of Maveron GP, Maveron LLC and Maveron GP III disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.
  - (5) The Series B Preferred Stock automatically converted into Potbelly common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.
  - (6) The Series C Preferred Stock automatically converted into Potbelly common stock on a 1-to-1.0086 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.
  - (7) The Series D Preferred Stock automatically converted into Potbelly common stock on a 1-to-1.0268 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.
  - (8) Includes shares held by Maveron 2000, Maveron 2000-B, MEP 2000, MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnotes 3 and 4.
  - (9) The Series E Preferred Stock automatically converted into Potbelly common stock on a 1-to-1.0348 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.
  - (10) Includes shares held by MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnotes 3 and 4.
  - (11) The Series F Preferred Stock automatically converted into Potbelly common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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