

POTBELLY CORP  
Form 4  
December 16, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
LEVITAN DAN

(Last) (First) (Middle)

411 FIRST AVENUE SOUTH,  
SUITE 600

(Street)

SEATTLE, WA 98104

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/12/2014		J <sup>(1)</sup>		1,000,000 <sup>(2)</sup>	D	\$ 0 3,313,489 <sup>(2)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock	12/12/2014		J <sup>(3)</sup>		6,809	A	\$ 0 6,809 <sup>(4)</sup>	I	See Footnote <sup>(4)</sup>
Common Stock	12/12/2014		J <sup>(5)</sup>		6,809	D	\$ 0 0	I	See Footnote <sup>(4)</sup>
Common Stock	12/12/2014		J <sup>(6)</sup>		2,442	A	\$ 0 2,442 <sup>(7)</sup>	I	See Footnote

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Common Stock	12/12/2014		<u>J<sup>(8)</sup></u>	2,442	D	\$ 0	0	I	<u>(7)</u> See Footnote <u>(7)</u>
Common Stock	12/12/2014		<u>J<sup>(9)</sup></u>	8,713	A	\$ 0	11,271 <u>(10)</u>	I	See Footnote <u>(10)</u>
Common Stock	12/12/2014		<u>J<sup>(11)</sup></u>	8,593	D	\$ 0	2,678 <u>(10)</u>	I	See Footnote <u>(10)</u>
Common Stock	12/12/2014		<u>J<sup>(12)</sup></u>	2,306	A	\$ 0	2,306	D	
Common Stock	12/12/2014		<u>J<sup>(13)</sup></u>	538	A	\$ 0	2,844	D	
Common Stock	12/12/2014		<u>J<sup>(14)</sup></u>	15,092	A	\$ 0	17,936	D	
Common Stock	12/12/2014		<u>J<sup>(15)</sup></u>	5,060	A	\$ 0	22,996	D	
Common Stock	12/12/2014		<u>J<sup>(16)</sup></u>	2,903	A	\$ 0	25,889	D	

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVITAN DAN 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	X	X		

## Signatures

/s/ Pete McCormick, as attorney-in-fact for Dan Levitan. 12/15/2014

\_\_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) Maveron 2000, Maveron 2000-B, MEP 2000, MEP III, Maveron-Entrepreneurs' and MEP-Associates made pro rata distributions for no consideration of 1,000,000 shares of common stock of the issuer to their partners on December 12, 2014 (the "Distribution").  
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"), MEP Associates III, L.P. ("Maveron-Associates") and Maveron LLC. 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. Maveron General Partner III LLC ("Maveron GP III"), as the general partner of each of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, may be deemed to beneficially own certain of these shares. Mr. Levitan is a managing member of Maveron GP, Maveron GP III and Maveron LLC.
- (3) Shares acquired by Maveron GP in connection with the Distribution of such shares to the partners of Maveron 2000 and Maveron 2000-B.
- (4) Shares are owned directly by Maveron GP.
- (5) Maveron GP made pro rata distributions for no consideration of 6,809 shares of common stock of the issuer to its members on December 12, 2014 (the "Maveron GP Distribution").
- (6) Shares acquired by Maveron GP III in connection with the Distribution of such shares to the partners of MEP III, Maveron-Entrepreneurs' and Maveron-Associates.
- (7) Shares are owned directly by Maveron GP III.
- (8) Maveron GP III made pro rata distributions for no consideration of 2,442 shares of common stock of the issuer to its members on December 12, 2014 (the "Maveron GP III Distribution").
- (9) Shares acquired by Maveron LLC in connection with the Distribution of such shares to the partners of MEP 2000 and Maveron-Associates.
- (10) Shares are owned directly by Maveron LLC.
- (11) Maveron LLC made pro rata distributions for no consideration of 8,593 shares of common stock of the issuer to its members on December 12, 2014 (the "Maveron LLC Distribution").
- (12) Shares acquired by the Reporting Person in connection with the Maveron GP Distribution.
- (13) Shares acquired by the Reporting Person in connection with the Maveron GP III Distribution.
- (14) Shares acquired by the Reporting Person in connection with the Distribution of such shares to the members of MEP 2000.
- (15) Shares acquired by the Reporting Person in connection with the Distribution of such shares to the partners of Maveron-Associates.
- (16) Shares acquired by the Reporting Person in connection with the Maveron LLC Distribution.

**Remarks:**

The reporting person disclaims beneficial ownership of any securities except to the extent of his pecuniary interest in such securities.

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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