

POTBELLY CORP
Form 4
October 11, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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)
10/09/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
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 Underlying Securities Number of Shares
Series A Preferred Stock	\$ 0 (2)	10/09/2013		C	2,272,727	09/19/2001 (2)	Common Stock 2,272,727 (1)
Series B Preferred Stock	\$ 0 (5)	10/09/2013		C	649,512	09/18/2002 (5)	Common Stock 649,512 (1)
Series C Preferred Stock	\$ 0 (6)	10/09/2013		C	524,921	10/08/2003 (6)	Common Stock 529,441 (1)
Series D Preferred Stock	\$ 0 (7)	10/09/2013		C	445,242	03/23/2005 (7)	Common Stock 457,161 (1)
Series E Preferred Stock	\$ 0 (9)	10/09/2013		C	785,715	02/13/2006 (9)	Common Stock 813,078 (8)
Series F Preferred Stock	\$ 0 (11)	10/09/2013		C	614,992	12/24/2008 (11)	Common Stock 614,992 (10)
Series F Preferred Stock	\$ 0 (11)	10/09/2013		C	100,000	01/30/2009 (11)	Common Stock 100,000 (10)

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 X
SEATTLE, WA 98104

Maveron Equity Partners 2000-B, L.P.
411 FIRST AVENUE SOUTH, SUITE 600 X
SEATTLE, WA 98104

MEP 2000 Associates LLC	
411 FIRST AVENUE SOUTH, SUITE 600	X
SEATTLE, WA 98104	

Maveron Equity Partners III, L.P.
411 FIRST AVENUE SOUTH, SUITE 600 X
SEATTLE, WA 98104

Maveron III Entrepreneurs Fund, L.P.
411 FIRST AVENUE SOUTH, SUITE 600 X
SEATTLE, WA 98104

Maveron General Partner 2000 LLC	
411 FIRST AVENUE SOUTH, SUITE 600	X
SEATTLE, WA 98104	

Maveron LLC	
411 FIRST AVENUE SOUTH, SUITE 600	X
SEATTLE, WA 98104	

MEP Associates III, L.P.
411 FIRST AVENUE SOUTH, SUITE 600 X
SEATTLE, WA 98104

Maveron General Partner III LLC	
411 FIRST AVENUE SOUTH, SUITE 600	X
SEATTLE, WA 98104	

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"). 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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