

POTBELLY CORP
 Form 3
 October 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â LEVITAN DAN (Last) (First) (Middle) C/O POTBELLY CORPORATION,Â 222 MERCHANDISE MART PLAZA, 23RD FLOOR (Street) CHICAGO,Â ILÂ 60654 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2013	3. Issuer Name and Ticker or Trading Symbol POTBELLY CORP [PBPB]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	374,021	I	See footnotes <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	09/19/2001	Â (3)	Common Stock	2,272,727	\$ (3)	I	See footnote (4)
Series B Preferred Stock	09/18/2002	Â (5)	Common Stock	649,512	\$ (5)	I	See footnote (4)
Series C Preferred Stock	10/08/2003	Â (6)	Common Stock	529,445	\$ (6)	I	See footnote (4)
Series D Preferred Stock	03/23/2005	Â (7)	Common Stock	457,161	\$ (7)	I	See footnote (4)
Series E Preferred Stock	02/13/2006	Â (8)	Common Stock	813,073	\$ (8)	I	See footnote (9)
Series F Preferred Stock	12/24/2008	Â (10)	Common Stock	614,992	\$ (10)	I	See footnote (11)
Series F Preferred Stock	01/30/2009	Â (10)	Common Stock	100,000	\$ (10)	I	See footnote (11)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVITAN DAN C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654	Â X	Â X	Â	Â

Signatures

/s/Matthew J. Revord,
Attorney-in-fact

10/03/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 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") serves as general partner of Maveron 2000 and Maveron 2000-B and possesses shared power to vote and dispose of shares directly owned by Maveron 2000 and Maveron 2000-B. Maveron LLC serves as manager of MEP 2000 and possesses shared power to vote and dispose of shares directly owned by MEP 2000. Mr. Levitan is the managing member of Maveron GP and Maveron LLC. (continued in Footnote 2)
 - (2) Maveron General Partner III LLC ("Maveron GP III") serves as general partner for MEP III, Maveron-Entrepreneurs' and Maveron-Associates and possesses shared power to vote and dispose of shares directly owned by MEP III, Maveron-Entrepreneurs' and

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Maveron-Associates. Mr. Levitan is a managing member of Maveron GP III. Accordingly, Mr. Levitan may be deemed to share power to vote and dispose of shares owned directly by such entities. Mr. Levitan disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (3) The Series A Preferred Stock is convertible into Potbelly Corporation ("Potbelly") common stock on a 1-to-1 basis at the option of the holder and has no expiration date. The Series A Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.
- (4) Includes shares held by Maveron 2000, Maveron 2000-B and MEP 2000. See Footnote 1.
- (5) The Series B Preferred Stock is convertible into Potbelly common stock on a 1-to-1 basis at the option of the holder and has no expiration date. The Series B Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.
- (6) The Series C Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0086 basis at the option of the holder and has no expiration date. The Series C Preferred Stock will automatically convert into common stock on a 1-to-1.0086 basis upon the closing of Potbelly's initial public offering.
- (7) The Series D Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0268 basis at the option of the holder and has no expiration date. The Series D Preferred Stock will automatically convert into common stock on a 1-to-1.0268 basis upon the closing of Potbelly's initial public offering.
- (8) The Series E Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0348 basis at the option of the holder and has no expiration date. The Series E Preferred Stock will automatically convert into common stock on a 1-to-1.0348 basis upon the closing of Potbelly's initial public offering.
- (9) Includes shares held by Maveron 2000, Maveron 2000-B, MEP 2000, MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnote 1.
- (10) The Series F Preferred Stock is convertible into Potbelly common stock on a 1-to-1 basis at the option of the holder and has no expiration date. The Series F Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.
- (11) Includes shares held by MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnote 1.

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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