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POTBELLY CORP

Form 3 October 03, 2013

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 *

KEIL BRYANT L

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

10/03/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

POTBELLY CORP [PBPB]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O POTBELLY CORPORATION, Â 222 MERCHANDISE MART PLAZA, 23RD FLOOR

(Street)

(State)

(Check all applicable)

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

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

CHICAGO, ILÂ 60654

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(City)

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

Form:

Ownership (Instr. 5)

Direct (D) or Indirect

(Instr. 5)

Common Stock

(Zip)

937,971

D

Â

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**

Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial

Ownership

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	Date Exercisable	Expiration Date	(Instr. 4)		Price of	Derivative	(Instr. 5)
			Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	09/19/2001	(1)	Common Stock	100,000	\$ <u>(1)</u>	D	Â
Series F Preferred Stock	12/24/2008	(2)	Common Stock	12,500	\$ <u>(2)</u>	D	Â
Stock Options (right to buy)	(3)	09/30/2017	Common Stock	250,000	\$ 10.59	D	Â
Stock Options (right to buy)	(4)	02/06/2023	Common Stock	29,932	\$ 9.47	D	Â
Stock Options (right to buy)	(3)	09/30/2017	Common Stock	122,271	\$ 10.59	D	Â
Stock Options (right to buy)	(4)	01/01/2024	Common Stock	40,532	\$ 10.59	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
F	Director	10% Owner	Officer	Other
KEIL BRYANT L				
C/O POTBELLY CORPORATION	â v	ÂΧ	â	Â
222 MERCHANDISE MART PLAZA, 23RD FLOOR	АЛ	АЛ	A	A
CHICAGO, IL 60654				

Signatures

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

**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).
- 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.
- 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 (2) 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.
- (3) All options have vested and become exercisable upon the closing of Potbelly's initial public offering.
- (4) All options have vested and are exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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