#### Edgar Filing: POTBELLY CORP - Form 3

#### 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement POTBELLY CORP [PBPB] KEIL SHEILA (Month/Day/Year) 10/03/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1360 ELM TREE ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_\_ 10% Owner Director \_X\_ Form filed by One Reporting Officer Other Person (give title below) (specify below) LAKE FOREST, Â ILÂ 60045 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 937,971 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

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				Shares		(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)	(4)	01/01/2024	Common Stock	40,532	\$ 10.59	D	Â

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>F-</b>	Director	10% Owner	Officer	Oth		
KEIL SHEILA						
1360 ELM TREE ROAD	Â	ÂΧ	Â	Â		
LAKE FOREST, IL 60045						

### **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).
- The Series A Preferred Stock is convertible into Potbelly Corporation ("Potbelly") common stock on a 1-to-1 basis at the option of the

er

- (1) 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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