

POTBELLY CORP  
 Form 3  
 February 26, 2015

**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 * Boyer Joshua (Last) (First) (Middle)  222 MERCHANDISE MART PLAZA, 23RD FLOOR (Street)  CHICAGO, IL 60654 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/19/2015	3. Issuer Name and Ticker or Trading Symbol POTBELLY CORP [PBPB]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Controller	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	718	D	

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

SEC 1473 (7-02)

**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 (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â (1)	10/30/2022	Common Stock	5,000	\$ 9.6	D	Â
Stock Options (right to buy)	Â (2)	03/05/2023	Common Stock	397	\$ 9.47	D	Â
Stock Options (right to buy)	Â (3)	08/05/2023	Common Stock	15,000	\$ 10.59	D	Â
Stock Options (right to buy)	Â (4)	03/06/2024	Common Stock	1,272	\$ 20.53	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyer Joshua 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654	Â	Â	Â Controller	Â

## Signatures

/s/Joshua Boyer                      02/25/2015  
 \_\_Signature of                      Date  
 Reporting Person

## 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) The stock options were vested and exercisable as to 2,000 shares as of August 27, 2014 and become vested and exercisable in equal installments on August 27, 2015, August 27, 2016 and August 27, 2017.
- (2) The stock options were vested and exercisable as to 79 shares as of March 5, 2014 and become vested and exercisable in equal installments on March 5, 2015, March 5, 2016, March 5, 2017 and March 5, 2018.
- (3) The stock options were vested and exercisable as to 3,000 shares as of August 5, 2014 and become vested and exercisable in equal installments on August 5, 2015, August 5, 2016, August 5, 2017 and August 5, 2018.
- (4) The stock options vest and become exercisable in equal installments on March 6, 2015, March 6, 2016, March 6, 2017 and March 6, 2018.

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.