

POTBELLY CORP  
 Form 3  
 October 03, 2013

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                               |                                                      |
| Maveron Equity Partners                   |         | (Month/Day/Year)                     | POTBELLY CORP [PBPB]                                                             |                                                      |
| 2000, L.P.                                |         | 10/03/2013                           |                                                                                  |                                                      |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 411 FIRST AVENUE SOUTH,<br>SUITE 600      |         |                                      | (Check all applicable)                                                           |                                                      |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                                | <input checked="" type="checkbox"/> 10% Owner        |
|                                           |         |                                      | <input type="checkbox"/> Officer                                                 | <input type="checkbox"/> Other                       |
|                                           |         |                                      | (give title below) (specify below)                                               |                                                      |
| SEATTLE, WA 98104                         |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |                                                      |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Form filed by One Reporting Person                      |                                                      |
|                                           |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 374,021 <sup>(1)</sup> <sup>(2)</sup>                    | 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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|------------------------------------------|----------------------------------------------------------|

Edgar Filing: POTBELLY CORP - Form 3

|                          | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series A Preferred Stock | 09/19/2001       | Â (3)           | Common Stock | 2,272,727 (4)              | \$ (3)   | D                                     | Â |
| Series B Preferred Stock | 09/18/2002       | Â (5)           | Common Stock | 649,512 (4)                | \$ (5)   | D                                     | Â |
| Series C Preferred Stock | 10/08/2003       | Â (6)           | Common Stock | 529,445 (4)                | \$ (6)   | D                                     | Â |
| Series D Preferred Stock | 03/23/2005       | Â (7)           | Common Stock | 457,161 (4)                | \$ (7)   | D                                     | Â |
| Series E Preferred Stock | 02/13/2006       | Â (8)           | Common Stock | 813,073 (9)                | \$ (8)   | D                                     | Â |
| Series F Preferred Stock | 12/24/2008       | Â (10)          | Common Stock | 614,992 (11)               | \$ (10)  | D                                     | Â |
| Series F Preferred Stock | 01/30/2009       | Â (10)          | Common Stock | 100,000 (11)               | \$ (10)  | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                | Director      | 10% Owner | Officer | Other |
| Maveron Equity Partners 2000, L.P.<br>411 FIRST AVENUE SOUTH, SUITE 600<br>SEATTLE, WA 98104   | Â             | Â X       | Â       | Â     |
| Maveron Equity Partners 2000-B, L.P.<br>411 FIRST AVENUE SOUTH, SUITE 600<br>SEATTLE, WA 98104 | Â             | Â X       | Â       | Â     |
| MEP 2000 Associates LLC<br>411 FIRST AVENUE SOUTH, SUITE 600<br>SEATTLE, WA 98104              | Â             | Â X       | Â       | Â     |
| Maveron Equity Partners III, L.P.<br>411 FIRST AVENUE SOUTH, SUITE 600<br>SEATTLE, WA 98104    | Â             | Â X       | Â       | Â     |
| Maveron III Entrepreneurs Fund, L.P.<br>411 FIRST AVENUE SOUTH, SUITE 600<br>SEATTLE, WA 98104 | Â             | Â X       | Â       | Â     |
| Maveron General Partner 2000 LLC<br>411 FIRST AVENUE SOUTH, SUITE 600<br>SEATTLE, WA 98104     | Â             | Â X       | Â       | Â     |
| Maveron LLC<br>411 FIRST AVENUE SOUTH, SUITE 600                                               | Â             | Â X       | Â       | Â     |

