

POTBELLY CORP  
Form SC 13G/A  
February 12, 2016  
SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No.2)\*

Potbelly  
Corporation  
(Name of  
Issuer)

Common Stock  
Par Value \$0.01  
(Title of Class  
of Securities)

73754Y100  
(CUSIP  
Number)

December 31,  
2015  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the  
rule pursuant to  
which this  
Schedule is  
filed:

.. Rule 13d-1(b)

Rule 13d-1(c)  
 Rule 13d-1 (d)

(Page 1 of 16  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME OF REPORTING PERSON
<b>1</b>	Oak Investment Partners IX, Limited Partnership
	06-1556218
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	0 Shares of Common Stock
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

0 Shares of Common  
Stock

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0%  
TYPE OF  
REPORTING  
PERSON

12

PN

	NAME OF REPORTING PERSON
<b>1</b>	Oak Associates IX, LLC
	06-1556230
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	0 Shares of Common Stock SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock SOLE DISPOSITIVE POWER
<b>7</b>	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>8</b>	
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

0 Shares of Common  
Stock

CHECK BOX  
IF THE  
AGGREGATE

**10**

AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF  
CLASS

**11**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

0%

TYPE OF  
REPORTING  
PERSON

**12**

OO-LLC

	NAME OF REPORTING PERSON
<b>1</b>	Oak IX Affiliates Fund, Limited Partnership
	06-1556229
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	0 Shares of Common Stock
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

0 Shares of Common  
Stock

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0%  
TYPE OF  
REPORTING  
PERSON

12

PN



	NAME OF REPORTING PERSON
<b>1</b>	Oak IX Affiliates, LLC
	06-1556233
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	0 Shares of Common Stock SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock SOLE DISPOSITIVE POWER
<b>7</b>	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>8</b>	
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

0 Shares of Common  
Stock

CHECK BOX  
IF THE  
AGGREGATE

**10**

AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF  
CLASS

**11**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

0%

TYPE OF  
REPORTING  
PERSON

**12**

OO-LLC

	NAME OF REPORTING PERSON
<b>1</b>	Oak IX Affiliates Fund - A, Limited Partnership
	06-1571899
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
<b>5</b>	SOLE VOTING POWER
	0 Shares of Common Stock
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

0 Shares of Common  
Stock

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)

10

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

11

0%  
TYPE OF  
REPORTING  
PERSON

12

PN

	NAME OF REPORTING PERSON
<b>1</b>	Oak Management Corporation
	06-0990851
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>2</b>	
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	Delaware
	SOLE VOTING POWER
<b>5</b>	
	0 Shares of Common Stock SHARED VOTING POWER
<b>6</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock SOLE DISPOSITIVE POWER
<b>7</b>	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>8</b>	
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH  
REPORTING  
PERSON

0 Shares of Common  
Stock

CHECK BOX  
IF THE  
AGGREGATE

**10**

AMOUNT IN ..  
ROW (9)

EXCLUDES  
CERTAIN  
SHARES

PERCENT OF  
CLASS

**11**

REPRESENTED BY  
AMOUNT IN ROW  
(9)

0%

TYPE OF  
REPORTING  
PERSON

**12**

CO

<b>1</b>	NAME OF REPORTING PERSON
	Bandel L. Carano
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
	0 Shares of Common Stock
<b>6</b>	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock
<b>7</b>	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
<b>8</b>	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 Shares of Common  
Stock  
CHECK BOX  
IF THE  
AGGREGATE  
10 AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

0%  
12 TYPE OF  
REPORTING  
PERSON

IN



<b>1</b>	NAME OF REPORTING PERSON
	Edward F. Glassmeyer
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) <input checked="" type="checkbox"/>
<b>3</b>	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
<b>4</b>	United States
<b>5</b>	SOLE VOTING POWER
<b>6</b>	3,539 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b>
	0 Shares of Common Stock SOLE DISPOSITIVE POWER
<b>8</b>	3,539 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	0 Shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,539 Shares of  
Common Stock  
CHECK BOX  
IF THE  
AGGREGATE  
10 AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

0.01%  
TYPE OF  
REPORTING  
12 PERSON

IN

<b>1</b>	NAME OF REPORTING PERSON
	Fredric W. Harman
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
<b>6</b>	4,785 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>7</b>
	0 Shares of Common Stock SOLE DISPOSITIVE POWER
<b>8</b>	4,785 Shares of Common Stock SHARED DISPOSITIVE POWER
<b>9</b>	0 Shares of Common Stock
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 4,785 Shares of  
Common Stock  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.02%  
TYPE OF  
REPORTING  
PERSON

IN

<b>1</b>	NAME OF REPORTING PERSON
	Ann H. Lamont
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
<b>3</b>	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
<b>5</b>	SOLE VOTING POWER
<b>6</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	4,644 Shares of Common Stock SHARED VOTING POWER
	0 Shares of Common Stock SOLE DISPOSITIVE POWER
<b>7</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	4,644 Shares of Common Stock SHARED DISPOSITIVE POWER
	0 Shares of Common Stock
<b>8</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 4,644 Shares of  
Common Stock  
CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN ..  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW  
(9)

12 0.02%  
TYPE OF  
REPORTING  
PERSON

IN

**Item 1(a). NAME OF ISSUER**

Potbelly Corporation

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

111 N. Canal Street, Suite 850  
Chicago, Illinois 60606

**Item 2(a). NAME OF PERSON FILING**

Oak Investment Partners IX Limited Partnership ("Oak IX")  
Oak Associates IX, LLC  
Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates")  
Oak IX Affiliates, LLC  
Oak IX Affiliates Fund – A, Limited Partnership ("Oak IX Affiliates – A")  
Oak Management Corporation ("Oak Management")  
Bandel L. Carano  
Edward F. Glassmeyer  
Frederic W. Harman  
Ann H. Lamont

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

c/o Oak Management Corporation  
901 Main Avenue, Suite 600  
Norwalk, CT 06851

**Item 2(c). CITIZENSHIP**

Please refer to Item 4 on each cover sheet for each filing person.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.01 per share

**Item 2(e). CUSIP NUMBER**

73754Y100

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);



- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

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**Item 4. OWNERSHIP**

The information in Items 1 and 5 through 11 on the cover pages of this Schedule 13G is hereby incorporated by reference.

Oak Associates IX, LLC is the general partner of Oak IX; and Oak IX Affiliates, LLC is the general partner of both Oak IX Affiliates and Oak IX Affiliates - A. Oak Management is the manager of each of Oak IX, Oak IX Affiliates, and Oak IX Affiliates - A. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates IX, LLC and Oak IX Affiliates, LLC, and, as such, may be deemed to have possessed shared beneficial ownership of the shares of common stock held by such entities.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following -[X].

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

By signing below, each of the undersigned certifies that, to the best of his or its individual knowledge and belief, the securities referred to above were (i) not acquired and held for the purpose, or with the effect, of changing or influencing the control of the issuer of the securities and (ii) not acquired and held in connection with, or as a participant in, any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 12, 2016

Entities:

Oak Investment Partners IX, Limited Partnership

Oak Associates IX, LLC

Oak IX Affiliates Fund, Limited Partnership

Oak IX Affiliates, LLC

Oak IX Affiliates Fund – A, Limited Partnership

Oak Management Corporation

/s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer

Title: General Partner or Managing Member or attorney-in-fact for the above-listed entities

Individuals:

Bandel L. Carano

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer, individually and as attorney-in-fact for the above-listed individuals

**INDEX TO EXHIBITS**

**EXHIBIT A - Joint Filing Agreement (previously filed)**

**EXHIBIT B - Power of Attorney (previously filed)**