

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
Person *
Â Maveron Equity Partners
2000, L.P.

(Last) (First) (Middle)

411 FIRST AVENUE SOUTH,
SUITE 600

(Street)

SEATTLE,Â WAAÂ 98104

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
10/03/2013

3. Issuer Name **and** Ticker or Trading Symbol
POTBELLY CORP [PBPB]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

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	374,021 ⁽¹⁾ ⁽²⁾	D	Â

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)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	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. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron Equity Partners 2000-B, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
MEP 2000 Associates LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron Equity Partners III, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron III Entrepreneurs Fund, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron General Partner 2000 LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron LLC 411 FIRST AVENUE SOUTH, SUITE 600	Â	Â X	Â	Â

