

POTBELLY CORP  
Form 4  
October 11, 2013

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
Avedisian Vann A

(Last) (First) (Middle)

C/O POTBELLY CORPORATION, 222 MERCHANDISE MART PLAZA, 23RD FLOOR

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/09/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/09/2013		C	500,000 A <u>(1)</u>	830,192	I	by: Oxford Blackpoint Venture Partners VII, LLC <u>(2)</u>
Common Stock	10/09/2013		C	142,892 A <u>(3)</u>	973,084	I	by: Oxford Blackpoint Venture Partners VII, LLC

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Common Stock	10/09/2013	C	109,270	A	(4)	1,082,354	I	(see Footnote 2) by: Oxford Blackpoint Venture Partners VII, LLC (see Footnote 2)
Common Stock	10/09/2013	C	161,288	A	(5)	1,243,642	I	See footnote (6)
Common Stock	10/09/2013	C	280,879	A	(7)	1,524,521	I	See footnote (6)
Common Stock	10/09/2013	C	82,927	A	(8)	1,607,448	I	by: Oxford Blackpoint Venture Partners VII, LLC (see Footnote 2)

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	\$ 0 (1)	10/09/2013		C	500,000	09/19/2001	(1)	Common Stock	500,000
	\$ 0 (3)	10/09/2013		C	142,892	09/18/2002	(3)		142,892

Series	Preferred Stock	Amount	Date	Class	Shares	Expiration	Series	Common Stock	Amount
Series B	Preferred Stock							Common Stock	
Series C	Preferred Stock	\$ 0 <sup>(4)</sup>	10/09/2013	C	108,336	10/08/2003 <sup>(4)</sup>		Common Stock	109,270
Series D	Preferred Stock	\$ 0 <sup>(5)</sup>	10/09/2013	C	157,083	03/23/2005 <sup>(5)</sup>		Common Stock	161,288
Series E	Preferred Stock	\$ 0 <sup>(7)</sup>	10/09/2013	C	271,429	02/13/2006 <sup>(7)</sup>		Common Stock	280,879
Series F	Preferred Stock	\$ 0 <sup>(8)</sup>	10/09/2013	C	82,927	12/24/2008 <sup>(8)</sup>		Common Stock	82,927

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Avedisian Vann A C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654	X	X		

## Signatures

/s/Matthew J. Revord,  
Attorney-in-fact

10/11/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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)

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The Series A Preferred Stock automatically converted into Potbelly Corporation ("Potbelly") common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.

- (2) Includes shares held by Oxford Blackpoint Venture Partners VII, LLC ("Oxford Blackpoint") and Concorde Holdings IX, LLC ("Concorde"). Oxford Blackpoint is an investment fund managed by Oxford Capital Partners, Inc. ("Oxford Capital"). Mr. Avedisian is co-owner of Oxford Capital and the sole owner of Concorde. Accordingly, Mr. Avedisian may be deemed to share power to vote and dispose of shares owned directly by such entities. Mr. Avedisian disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) The Series B Preferred Stock automatically converted into Potbelly common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.
- (4) The Series C Preferred Stock automatically converted into Potbelly common stock on a 1-to-1.0086 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.
- (5) The Series D Preferred Stock automatically converted into Potbelly common stock on a 1-to-1.0268 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.
- (6) Includes shares held by Oxford Blackpoint and Concorde. See Footnote 2.
- (7) The Series E Preferred Stock automatically converted into Potbelly common stock on a 1-to-1.0348 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.
- (8) The Series F Preferred Stock automatically converted into Potbelly common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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