

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 *<br>Â REVORD MATTHEW J<br>(Last) (First) (Middle)<br><br>C/O POTBELLY CORPORATION,Â 222 MERCHANDISE MART PLAZA, 23RD FLOOR<br>(Street)<br><br>CHICAGO,Â ILÂ 60654<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>10/03/2013 | 3. Issuer Name and Ticker or Trading Symbol<br>POTBELLY CORP [PBPB] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>SVP, GC and Secretary | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input 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                       | 4,400  | I   | By the Matthew J. Revord<br>Declaration of Trust dated June 30, 2013 |

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

SEC 1473 (7-02)

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

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| 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5)             |
|---|---|-----------------|--|----------------------------|--|--|--|
|   | Date Exercisable  | Expiration Date | Title  | Amount or Number of Shares |  |  |  |
| Series F Preferred Stock                      | 12/24/2008  | ∞ (1)           | Common Stock   | 9,375                      | \$ (1)   | I  | By the Matthew J. Revord<br>Declaration of Trust dated June 30, 2013 |
| Stock Options (right to buy)                  | ∞ (2)   | 01/08/2017      | Common Stock   | 100,000                    | \$ 8   | D  | ∞  |
| Stock Options (right to buy)                  | ∞ (2)   | 05/14/2018      | Common Stock   | 20,000                     | \$ 8   | D  | ∞  |
| Stock Options (right to buy)                  | ∞ (2)   | 01/22/2019      | Common Stock   | 30,000                     | \$ 8   | D  | ∞  |
| Stock Options (right to buy)                  | ∞ (2)   | 08/05/2019      | Common Stock   | 5,849                      | \$ 8   | D  | ∞  |
| Stock Options (right to buy)                  | ∞ (2)   | 07/01/2020      | Common Stock   | 7,000                      | \$ 7   | D  | ∞  |
| Stock Options (right to buy)                  | ∞ (3)   | 05/10/2021      | Common Stock   | 49,427                     | \$ 7.22  | D  | ∞  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| REVORD MATTHEW J<br>C/O POTBELLY CORPORATION<br>222 MERCHANDISE MART PLAZA, 23RD FLOOR<br>CHICAGO, IL 60654 | ∞             | ∞         | ∞ SVP, GC<br>and Secretary | ∞     |

## Signatures

/s/Matthew J.  
Revord

10/03/2013

\*\*Signature of  
Reporting Person

Date

## 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 Series F Preferred Stock is convertible into Potbelly Corporation ("Potbelly") common stock on a 1-to-1 basis at the option of the holder and has no expiration date. The Series F Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the

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closing of Potbelly's initial public offering.

- (2) All stock options have vested and become exercisable upon the closing of Potbelly's initial public offering.
- (3) All stock options have vested and are exercisable.

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.