

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â OAK INVESTMENT PARTNERS IX L P</p> <p>(Last) (First) (Middle)</p> <p>3890 WELLS FARGO CENTER,Â 90 SOUTH 7TH STREET</p> <p>(Street)</p> <p>MINNEAPOLIS,Â MNÂ 55402</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/03/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>POTBELLY CORP [PBPB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner                  ___ Officer ___ Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person                  ___X___ Form filed by More than One Reporting Person</p>
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**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	184,470 <sup>(1)</sup>	D	Â

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)**

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Series B Preferred Stock	09/18/2002	∞ <sup>(2)</sup>	Common Stock	1,000,000 <sup>(3)</sup>	\$ <sup>(2)</sup>	D ∞
Series C Preferred Stock	10/08/2003	∞ <sup>(4)</sup>	Common Stock	404,941 <sup>(3)</sup>	\$ <sup>(4)</sup>	D ∞
Series D Preferred Stock	03/23/2005	∞ <sup>(5)</sup>	Common Stock	187,484 <sup>(3)</sup>	\$ <sup>(5)</sup>	D ∞
Series E Preferred Stock	02/13/2006	∞ <sup>(6)</sup>	Common Stock	382,442 <sup>(3)</sup>	\$ <sup>(6)</sup>	D ∞
Series F Preferred Stock	12/24/2008	∞ <sup>(7)</sup>	Common Stock	258,152 <sup>(3)</sup>	\$ <sup>(7)</sup>	D ∞
Series F Preferred Stock	01/27/2009	∞ <sup>(7)</sup>	Common Stock	100,000 <sup>(3)</sup>	\$ <sup>(7)</sup>	D ∞

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OAK INVESTMENT PARTNERS IX L P 3890 WELLS FARGO CENTER 90 SOUTH 7TH STREET MINNEAPOLIS, MN 55402	∞	∞ X	∞	∞
OAK IX AFFILIATES FUND LP 3890 WELLS FARGO CENTER 90 SOUTH 7TH STREET MINNEAPOLIS, MN 55402	∞	∞ X	∞	∞
OAK IX AFFILIATES FUND A LP 3890 WELLS FARGO CENTER 90 SOUTH 7TH STREET MINNEAPOLIS, MN 55402	∞	∞ X	∞	∞

## Signatures

/s/ \_\_\_\_\_ 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) Includes shares held by Oak Investment Partners IX, Limited Partnership ("Oak Investment"), Oak IX Affiliates Fund, Limited Partnership ("Oak IX Fund") and Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Fund-A"). Oak Associates IX, L.L.C., as the

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general partner of Oak Investment, and Oak IX Affiliates, L.L.C., as the general partner of each of Oak IX Fund and Oak IX Fund-A, may be deemed to beneficially own these shares. Each of Oak Associates IX, L.L.C. and Oak IX Affiliates, L.L.C. disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.

(2) The Series B 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 B Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.

(3) Includes shares held by Oak Investment, Oak IX Fund and Oak IX Fund-A. See Footnote 1.

(4) The Series C Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0086 basis at the option of the holder and has no expiration date. The Series C Preferred Stock will automatically convert into common stock on a 1-to-1.0086 basis upon the closing of Potbelly's initial public offering.

(5) The Series D Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0268 basis at the option of the holder and has no expiration date. The Series D Preferred Stock will automatically convert into common stock on a 1-to-1.0268 basis upon the closing of Potbelly's initial public offering.

(6) The Series E Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0348 basis at the option of the holder and has no expiration date. The Series E Preferred Stock will automatically convert into common stock on a 1-to-1.0348 basis upon the closing of Potbelly's initial public offering.

(7) The Series F Preferred Stock is convertible into 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 closing of Potbelly's initial public offering.

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.