

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
WI-POTBELLY LLC

(Last) (First) (Middle)

1850 SECOND STREET, SUITE 201

(Street)

HIGHLAND PARK, IL 60035

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/09/2013		C		599,650	A	(1) 672,135 (2)
Common Stock	10/09/2013		C		171,371	A	(3) 843,506 (2)
Common Stock	10/09/2013		C		98,286	A	(4) 941,792 (2)
Common Stock	10/09/2013		C		66,087	A	(5) 1,007,879 (2)
Common Stock	10/09/2013		C		140,439	A	(6) 1,148,318 (2)

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Common Stock 10/09/2013 C 104,375 A (7) 1,252,693 (2) D

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

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(9-02)

**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 <u>(1)</u>	10/09/2013		C	599,650	09/19/2001 <u>(1)</u>	Common Stock 599,650 <u>(2)</u>
Series B Preferred Stock	\$ 0 <u>(3)</u>	10/09/2013		C	171,371	09/18/2002 <u>(3)</u>	Common Stock 171,371 <u>(2)</u>
Series C Preferred Stock	\$ 0 <u>(4)</u>	10/09/2013		C	97,446	10/08/2003 <u>(4)</u>	Common Stock 98,286 <u>(2)</u>
Series D Preferred Stock	\$ 0 <u>(5)</u>	10/09/2013		C	64,634	03/23/2005 <u>(5)</u>	Common Stock 66,087 <u>(2)</u>
Series E Preferred Stock	\$ 0 <u>(6)</u>	10/09/2013		C	135,714	02/13/2006 <u>(6)</u>	Common Stock 140,439 <u>(2)</u>
Series F Preferred Stock	\$ 0 <u>(7)</u>	10/09/2013		C	104,375	01/30/2009 <u>(7)</u>	Common Stock 104,375 <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WI-POTBELLY LLC 1850 SECOND STREET, SUITE 201		X		

HIGHLAND PARK, IL 60035

Winchester Partners, L.P.  
 1850 SECOND STREET, SUITE 201 X  
 HIGHLAND PARK, IL 60035

Sandburg Partners  
 1850 SECOND STREET, SUITE 201 X  
 HIGHLAND PARK, IL 60035

Waveland Investments I, LLC  
 1850 SECOND STREET, SUITE 201 X  
 HIGHLAND PARK, IL 60035

## Signatures

/s/Dennis Zaslavsky, authorized  
 person 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) 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.  
 Represents shares held by WI-Potbelly, LLC, Waveland Investments I, LLC, Winchester Partners, L.P., and Sandburg Partners
- (2) (collectively, the "Managing Members") are managing members of WI-Potbelly, LLC and may be deemed to beneficially own these shares. Each of the Managing Members disclaims beneficial ownership of the shares reported herein except to the extent of its 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) 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.
- (7) 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. 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.