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Form 4												
May 22, 201												
FORM	14 _{UNITED}	STATES	SECU	RITIES A	ND EXC	HAN	GE C	COMMISSION		PPROVAL		
Check th	uis hox		Wa	shington,	D.C. 2054	49			Number:	3235-0287 January 31,		
if no lon subject t Section Form 4 o Form 5	ger o STATEN 16. or Filed pur	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,										
obligatic may con <i>See</i> Instr 1(b).	tinue. Section 17(•	ding Comp Company			1935 or Sectio 0	n			
(Print or Type	Responses)											
1. Name and Address of Reporting Person <u>*</u> Avedisian Vann A								5. Relationship of Reporting Person(s) to Issuer				
(Last)	(Chec					ck all applicable)						
C/O POTB CORPORA MERCHAN 23RD FLO	TION, 222 NDISE MART PL		(Month/I 05/09/2	Day/Year) 014				X Director Officer (give below)		% Owner ler (specify		
(Street) 4. If Amendment, Date Original 6. Individu Filed(Month/Day/Year) Applicable I _X_Form fi					Applicable Line) _X_ Form filed by 0	Joint/Group Filing(Check y One Reporting Person y More than One Reporting						
CHICAGO	, IL 60654							Person		-F0		
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative So	ecuriti	ies Acq	uired, Disposed of	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	(Month/Day/Year) Execution Date, if Transactior(A) or Disposed of (D) any Securities Ow (Month/Day/Year) Code (Instr. 3, 4 and 5) Beneficially Fo (Month/Day/Year) (Instr. 8) Owned (D) (A) Following Inc (A) or (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)								
Common Stock	05/09/2014			$J^{(1)}$	Amount 175,095	(D) D	Price \$ 0 (1)	1,432,353	I	See Footnote (2)		
Common Stock	05/09/2014			J <u>(1)</u>	54,197	А	\$ 0 (1)	54,197	I	by: Vann A. Avedisian Trust		
Common Stock	05/09/2014			J <u>(1)</u>	116	A	\$ 0 (1)	116	I	by: Daughter		
Common	05/09/2014			J (1)	116	А	\$0	116	Ι	by: Son		

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Stock	(1)		
Common Stock		2,558	D

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

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 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) /e s l		7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships							
	Director	10% Owner	Officer	Othe					
Avedisian Vann A C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654		Х							
Signatures									
/s/Matthew J. Revord, Attorney-in-fact	05/22/2014								
**Signature of Reporting Person	Date								
Evaluation of Deenene	~~!								

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) On April 2, 2014, Oxford Blackpoint Venture Partners VII, LLC distributed 175,095 of the shares held by it to its members without the payment of any consideration, including to minor children of and a trust controlled by the reporting person as reflected on this Form 4.

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Includes 1,225,854 shares held by Oxford Blackpoint Venture Partners VII, LLC ("Oxford Blackpoint") and 206,499 shares held by Concorde Holdings IX, LLC ("Concorde"). Oxford Blackpoint is an investment fund managed by Oxford Capital Partners, Inc. ("Oxford

(2) Capital"). Mr. Avedisian is co-owner of Oxford Capital and co-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.

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.