

Edgar Filing: POTBELLY CORP - Form SC 13G

POTBELLY CORP  
Form SC 13G  
February 06, 2015

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. )

.....

Potbelly Corporation  
(Name of Issuer)

.....

Common Stock Series A  
(Title of Class of Securities)

.....

73754y100  
(CUSIP Number)

.....

DECEMBER 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13-d-1(b)
- Rule 13-d-1(c)
- Rule 13-d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of reporting persons.  
ZUCKERMAN INVESTMENT GROUP, LLC

2. Check the appropriate box if a member of a Group (see instructions)  
N/A  
(a) [ ]  
(b) [ ]

3. SEC use only\_\_\_\_\_

4. Citizenship or place of organization  
ILLINOIS

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|  |     |   |           |
|--|-----|---|-----------|
| Number of shares beneficially owned by each reporting person with: | 5.  | Sole voting power   | 0         |
|  | 6.  | Shared voting power   | 2,208,089 |
|  | 7.  | Sole dispositive power  | 0         |
|  | 8.  | Shared dispositive power  | 2,208,089 |
|  | 9.  | Aggregate amount beneficially owned by each reporting person                        | 2,208,089 |
|  | 10. | Check if the aggregate amount in Row (9) excludes certain shares (see instructions) | N/A       |
|  | 11. | Percent of class represented by amount in Row (9)                                   | 7.6%      |
|  | 12. | Type of reporting person (see instructions)   | IA/00     |

CUSIP No. 73754y100

Schedule 13G

1. Name of reporting persons.  
SHERWIN A. ZUCKERMAN

2. Check the appropriate box if a member of a Group (see instructions)  
N/A  
(a) [ ]  
(b) [ ]

3. SEC use only\_\_\_\_\_

4. Citizenship or place of organization  
UNITED STATES

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|                                     |    |                     |           |
|-------------------------------------|----|---------------------|-----------|
| Number of shares beneficially owned | 5. | Sole voting power   | 0         |
|                                     | 6. | Shared voting power | 2,208,089 |

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|                                |     |   |           |
|--------------------------------|-----|---|-----------|
| by each reporting person with: | 7.  | Sole dispositive power  | 0         |
|                                | 8.  | Shared dispositive power  | 2,208,089 |
|                                | 9.  | Aggregate amount beneficially owned by each reporting person                        | 2,208,089 |
|                                | 10. | Check if the aggregate amount in Row (9) excludes certain shares (see instructions) | N/A       |
|                                | 11. | Percent of class represented by amount in Row (9)                                   | 7.6%      |
|                                | 12. | Type of reporting person (see instructions)   | HC/IN     |

CUSIP No. 73754y100

Schedule 13G

1. Name of reporting persons.  
DANIEL R. ZUCKERMAN
2. Check the appropriate box if a member of a Group (see instructions)  
N/A  
(a) [ ]  
(b) [ ]
3. SEC use only \_\_\_\_\_
4. Citizenship or place of organization  
UNITED STATES

|   |     |   |           |
|---|-----|---|-----------|
| -----<br>Number of shares beneficially owned by each reporting person with: | 5.  | Sole voting power   | 0         |
|   | 6.  | Shared voting power   | 2,208,089 |
|   | 7.  | Sole dispositive power  | 0         |
|   | 8.  | Shared dispositive power  | 2,208,089 |
|   | 9.  | Aggregate amount beneficially owned by each reporting person                        | 2,208,089 |
|   | 10. | Check if the aggregate amount in Row (9) excludes certain shares (see instructions) | N/A       |
|   | 11. | Percent of class represented by amount in Row (9)                                   | 7.6%      |
|   | 12. | Type of reporting person (see instructions)   | HC/IN     |

Item 1.

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- (a) Name of issuer: Potbelly Corporation
- (b) Address of issuer's principal executive offices: 222 Merchandise Mart Plaza, 23rd Floor  
Chicago, IL 60654

Item 2.

- (a) Name of person filing: ZUCKERMAN INVESTMENT GROUP, LLC
- (b) Address of principal business office or, if none, residence: 155 N. WACKER DRIVE  
SUITE 1700  
CHICAGO, IL 60606
- (c) Citizenship: ILLINOIS
- SHERWIN A. ZUCKERMAN  
155 N. WACKER DRIVE  
SUITE 1700  
CHICAGO, IL 60606  
UNITED STATES
- DANIEL R. ZUCKERMAN  
155 N. WACKER DRIVE  
SUITE 1700  
CHICAGO, IL 60606  
UNITED STATES
- (d) Title of class of securities: COMMON STOCK
- (e) CUSIP No.: 73754y100

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act
- (c)  Insurance company as defined in Section 3(a)(19) of the Act
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
- (j) [ ] A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)
- (k) [ ] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

### Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned      Incorporated by reference to Item 9 of the cover page pertaining to each Reporting Person.

Sherwin A. Zuckerman and Daniel R. Zuckerman are Co-CEOs, and together they are the controlling shareholders of Zuckerman Investment Group, LLC, and thus may be considered the beneficial owners of shares beneficially owned by Zuckerman Investment Group, LLC.

- (b) Percent of class      Incorporated by reference to Item 11 of the cover page pertaining to each Reporting Person.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:      Incorporated by reference to Item 5 of the cover page pertaining to each reporting person.
- (ii) Shared power to vote or to direct the vote:      Incorporated by reference to Item 6 of the cover page pertaining to each reporting person.
- (iii) Sole power to dispose or to direct the disposition of:      Incorporated by reference to Item 7 of the cover page pertaining to each reporting person.
- (iv) Shared power to dispose or to direct the disposition of:      Incorporated by reference to Item 8 of the cover page pertaining to each reporting person.

### Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the

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date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

### Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Owners of accounts managed by Zuckerman Investment Group, LLC have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. No such account has such power with respect to more than five percent of the class of securities to which this Schedule 13G relates.

### Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

### Item 8. Identification and Classification of Members of the Group

Not applicable.

### Item 9. Notice of Dissolution of Group

Not applicable.

### Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

#### SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 6th day of February, 2015

ZUCKERMAN INVESTMENT GROUP, LLC

By: /s/ Daniel R. Zuckerman  
Name: Daniel R. Zuckerman  
Title: Co-CEO

/s/ Sherwin A. Zuckerman  
Sherwin A. Zuckerman

/s/ Daniel R. Zuckerman  
Daniel R. Zuckerman

#### INDEX TO EXHIBITS

99.1 Joint Filing Agreement dated March 2, 2012, by and among Zuckerman Investment Group, LLC, Sherwin A. Zuckerman and Daniel R. Zuckerman (Incorporated herein by reference to Exhibit 99.1 to the schedule 13G filed with the SEC on March 5, 2012).

