

POTBELLY CORP  
Form 3  
October 03, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Maveron Equity Partners		(Month/Day/Year)	POTBELLY CORP [PBPB]	
2000, L.P.		10/03/2013		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
411 FIRST AVENUE SOUTH, SUITE 600			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
SEATTLE, WA 98104			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by One Reporting Person	
			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

**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	374,021 <sup>(1)</sup> <sup>(2)</sup>	D	

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 (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Preferred Stock	09/19/2001	Â <u>(3)</u>	Common Stock	2,272,727 <u>(4)</u>	\$ <u>(3)</u>	D	Â
Series B Preferred Stock	09/18/2002	Â <u>(5)</u>	Common Stock	649,512 <u>(4)</u>	\$ <u>(5)</u>	D	Â
Series C Preferred Stock	10/08/2003	Â <u>(6)</u>	Common Stock	529,445 <u>(4)</u>	\$ <u>(6)</u>	D	Â
Series D Preferred Stock	03/23/2005	Â <u>(7)</u>	Common Stock	457,161 <u>(4)</u>	\$ <u>(7)</u>	D	Â
Series E Preferred Stock	02/13/2006	Â <u>(8)</u>	Common Stock	813,073 <u>(9)</u>	\$ <u>(8)</u>	D	Â
Series F Preferred Stock	12/24/2008	Â <u>(10)</u>	Common Stock	614,992 <u>(11)</u>	\$ <u>(10)</u>	D	Â
Series F Preferred Stock	01/30/2009	Â <u>(10)</u>	Common Stock	100,000 <u>(11)</u>	\$ <u>(10)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maveron Equity Partners 2000, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron Equity Partners 2000-B, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
MEP 2000 Associates LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron Equity Partners III, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron III Entrepreneurs Fund, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron General Partner 2000 LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104	Â	Â X	Â	Â
Maveron LLC 411 FIRST AVENUE SOUTH, SUITE 600	Â	Â X	Â	Â

SEATTLE, WA 98104

MEP Associates III, L.P.

411 FIRST AVENUE SOUTH, SUITE 600 X SEATTLE, WA 98104

Maveron General Partner III LLC

411 FIRST AVENUE SOUTH, SUITE 600 X SEATTLE, WA 98104

## 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 Maveron Equity Partners 2000, L.P. ("Maveron 2000"), Maveron Equity Partners 2000-B, L.P. ("Maveron 2000-B"), MEP 2000 Associates LLC ("MEP 2000"), Maveron Equity Partners III, L.P. ("MEP III"), Maveron III Entrepreneurs' Fund, L.P. ("Maveron-Entrepreneurs'") and MEP Associates III, L.P. ("Maveron-Associates"). Maveron General Partner 2000 LLC ("Maveron GP"), as the general partner of each of Maveron 2000 and Maveron 2000-B, may be deemed to beneficially own certain of these shares. Maveron LLC, as the manager of MEP 2000, may be deemed to beneficially own certain of these shares. (continued on Footnote 2)
  - (2) Maveron General Partner III LLC ("Maveron GP III"), as the general partner of each of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, may be deemed to beneficially own certain of these shares. Each of Maveron GP, Maveron LLC and Maveron GP III disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.
  - (3) The Series A 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 A Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.
  - (4) Includes shares held by Maveron 2000, Maveron 2000-B and MEP 2000. See Footnotes 1 and 2.
  - (5) The Series B 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 B Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.
  - (6) 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.
  - (7) 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.
  - (8) 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.
  - (9) Includes shares held by Maveron 2000, Maveron 2000-B, MEP 2000, MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnotes 1 and 2.
  - (10) 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.
  - (11) Includes shares held by MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnotes 1 and 2.

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.