

POTBELLY CORP  
Form 3  
March 06, 2014

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Ewing Anne		(Month/Day/Year)	POTBELLY CORP [PBPB]	
(Last)	(First)	(Middle)	10/28/2013	
C/O POTBELLY CORPORATION,Â 222 MERCHANDISE MART PLAZA, 23RD FL.			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHICAGO,Â ILÂ 60654			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Vice President	

**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	0	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)	
Stock Options (right to buy)	Â (1)	05/14/2018	Common Stock	867	\$ 8	D	Â
Stock Options (right to buy)	Â (2)	08/05/2019	Common Stock	1,570	\$ 8	D	Â
Stock Options (right to buy)	Â (3)	07/01/2020	Common Stock	4,220	\$ 7	D	Â
Stock Options (right to buy)	Â (4)	05/10/2021	Common Stock	10,000	\$ 7.22	D	Â
Stock Options (right to buy)	Â (5)	03/05/2022	Common Stock	1,807	\$ 8.16	D	Â
Stock Options (right to buy)	Â (6)	03/05/2023	Common Stock	1,089	\$ 9.47	D	Â
Stock Options (right to buy)	Â (7)	03/05/2023	Common Stock	20,000	\$ 9.47	D	Â
Stock Options (right to buy)	Â (1)	02/26/2017	Common Stock	25,000	\$ 10.59	D	Â
Stock Options (right to buy)	Â (8)	10/04/2023	Common Stock	35,000	\$ 14	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ewing Anne C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FL. CHICAGO, IL 60654	Â	Â	Â Senior Vice President	Â

## Signatures

/s/Anne Ewing 03/05/2014  
 \*\*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) All stock options have vested and are exercisable.
  - (2) The stock options were vested and exercisable as to 1,256 shares as of August 5, 2013 and become vested and exercisable as to the remaining 314 shares on August 5, 2014.

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- (3) The stock options were vested and exercisable as to 3,376 shares as of January 1, 2014 and become vested and exercisable as to the remaining 844 shares on January 1, 2015.
- (4) The stock options were vested and exercisable as to 6,000 shares as of January 1, 2014 and become vested and exercisable as to the remaining 4,000 shares in equal installments on January 1, 2015 and January 1, 2016.
- (5) The stock options were vested and exercisable as to 722 shares as of March 5, 2014 and become vested and exercisable as to the remaining 1,085 shares in equal installments on March 5, 2015, March 5, 2016 and March 5, 2017.
- (6) The stock options were vested and exercisable as to 217 shares on March 5, 2014 and become vested and exercisable as to the remaining 872 shares in equal installments on March 5, 2015, March 5, 2016, March 5, 2017 and March 5, 2018.
- (7) The stock options were vested and exercisable as to 4,000 shares as of November 19, 2013 and become vested and exercisable as to the remaining 16,000 shares in equal installments on November 19, 2014, November 19, 2015, November 19, 2016 and November 19, 2017.
- (8) The stock options will vest and become exercisable in equal installments on October 4, 2014, October 4, 2015, October 4, 2016 and October 4, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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