

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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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 *
Avedisian Vann A

(Last) (First) (Middle)

C/O POTBELLY CORPORATION, 222 MERCHANDISE MART PLAZA, 23RD FLOOR

(Street)

CHICAGO, IL 60654

(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 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 10/09/2013 | | C | 500,000 A <u>(1)</u> | 830,192 | I | by: Oxford Blackpoint Venture Partners VII, LLC <u>(2)</u> |
| Common Stock | 10/09/2013 | | C | 142,892 A <u>(3)</u> | 973,084 | I | by: Oxford Blackpoint Venture Partners VII, LLC |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----|-----------|---|--|
| Common Stock | 10/09/2013 | C | 109,270 | A | (4) | 1,082,354 | I | (see Footnote 2) by: Oxford Blackpoint Venture Partners VII, LLC (see Footnote 2) |
| Common Stock | 10/09/2013 | C | 161,288 | A | (5) | 1,243,642 | I | See footnote (6) |
| Common Stock | 10/09/2013 | C | 280,879 | A | (7) | 1,524,521 | I | See footnote (6) |
| Common Stock | 10/09/2013 | C | 82,927 | A | (8) | 1,607,448 | I | by: Oxford Blackpoint Venture Partners VII, LLC (see Footnote 2) |

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

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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 (1) | 10/09/2013 | | C | 500,000 | 09/19/2001 | (1) | Common Stock | 500,000 |
| | \$ 0 (3) | 10/09/2013 | | C | 142,892 | 09/18/2002 | (3) | | 142,892 |

| Series | Stock | Value | Date | Class | Shares | Issue Date | Class | Shares |
|----------|-----------------|---------------------|------------|-------|---------|------------|--------------|---------|
| Series B | Preferred Stock | | | | | | Common Stock | |
| Series C | Preferred Stock | \$ 0 ⁽⁴⁾ | 10/09/2013 | C | 108,336 | 10/08/2003 | Common Stock | 109,270 |
| Series D | Preferred Stock | \$ 0 ⁽⁵⁾ | 10/09/2013 | C | 157,083 | 03/23/2005 | Common Stock | 161,288 |
| Series E | Preferred Stock | \$ 0 ⁽⁷⁾ | 10/09/2013 | C | 271,429 | 02/13/2006 | Common Stock | 280,879 |
| Series F | Preferred Stock | \$ 0 ⁽⁸⁾ | 10/09/2013 | C | 82,927 | 12/24/2008 | Common Stock | 82,927 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Avedisian Vann A C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654 | X | X | | |

Signatures

/s/Matthew J. Revord,
Attorney-in-fact

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)

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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.

- (2) Includes shares held by Oxford Blackpoint Venture Partners VII, LLC ("Oxford Blackpoint") and Concorde Holdings IX, LLC ("Concorde"). Oxford Blackpoint is an investment fund managed by Oxford Capital Partners, Inc. ("Oxford Capital"). Mr. Avedisian is co-owner of Oxford Capital and the sole 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.
- (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) Includes shares held by Oxford Blackpoint and Concorde. See Footnote 2.
- (7) 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.
- (8) 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.

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