

POTBELLY CORP  
Form 3  
October 03, 2013

**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 <b>and</b> Ticker or Trading Symbol	
WI-POTBELLY LLC		(Month/Day/Year)	POTBELLY CORP [PBPB]	
(Last)	(First)	(Middle)	10/03/2013	
1850 SECOND STREET, SUITE 201			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
HIGHLAND PARK, IL 60035			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

**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	72,485 <sup>(1)</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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	09/19/2001	∞ (2)	Common Stock	599,650 (1)	\$ (2)	D	∞
Series B Preferred Stock	09/18/2002	∞ (3)	Common Stock	171,371 (1)	\$ (3)	D	∞
Series C Preferred Stock	10/08/2003	∞ (4)	Common Stock	98,286 (1)	\$ (4)	D	∞
Series D Preferred Stock	03/23/2005	∞ (5)	Common Stock	66,087 (1)	\$ (5)	D	∞
Series E Preferred Stock	02/13/2006	∞ (6)	Common Stock	140,439 (1)	\$ (6)	D	∞
Series F Preferred Stock	01/30/2009	∞ (7)	Common Stock	104,375 (1)	\$ (7)	D	∞

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WI-POTBELLY LLC 1850 SECOND STREET, SUITE 201 HIGHLAND PARK, IL 60035	∞	∞ X	∞	∞
Winchester Partners, L.P. 1850 SECOND STREET, SUITE 201 HIGHLAND PARK, IL 60035	∞	∞ X	∞	∞
Sandburg Partners 1850 SECOND STREET, SUITE 201 HIGHLAND PARK, IL 60035	∞	∞ X	∞	∞
Waveland Investments I, LLC 1850 SECOND STREET, SUITE 201 HIGHLAND PARK, IL 60035	∞	∞ X	∞	∞

## 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) Represents shares held by WI-Potbelly, LLC. Waveland Investments I, LLC, Winchester Partners, L.P., and Sandburg Partners (collectively, the "Managing Members") are managing members of WI-Potbelly, LLC and may be deemed to beneficially own these shares. Each of the Managing Members disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.

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(2) 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.

(3) 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.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

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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