

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 \*  
OAK INVESTMENT PARTNERS  
IX L P

(Last) (First) (Middle)

3890 WELLS FARGO CENTER, 90  
SOUTH 7TH STREET

(Street)

MINNEAPOLIS, MN 55402

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/09/2013		C		1,000,000	A	(1) 1,184,470 (2)
Common Stock	10/09/2013		C		404,941	A	(3) 1,589,411 (2)
Common Stock	10/09/2013		C		187,482	A	(4) 1,776,893 (2)
Common Stock	10/09/2013		C		382,443	A	(5) 2,159,336 (2)
Common Stock	10/09/2013		C		358,152	A	(6) 2,517,488 (2)

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

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(9-02)

**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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Series B Preferred Stock	\$ 0 <sup>(1)</sup>	10/09/2013		C	V	(A) 1,000,000	(D)	09/18/2002 <sup>(1)</sup>	Common Stock	1,000,000 <sup>(2)</sup>
Series C Preferred Stock	\$ 0 <sup>(3)</sup>	10/09/2013		C		401,481		10/08/2003 <sup>(3)</sup>	Common Stock	404,940 <sup>(2)</sup>
Series D Preferred Stock	\$ 0 <sup>(4)</sup>	10/09/2013		C		182,595		03/23/2005 <sup>(4)</sup>	Common Stock	187,480 <sup>(2)</sup>
Series E Preferred Stock	\$ 0 <sup>(5)</sup>	10/09/2013		C		369,575		02/13/2006 <sup>(5)</sup>	Common Stock	382,440 <sup>(2)</sup>
Series F Preferred Stock	\$ 0 <sup>(6)</sup>	10/09/2013		C		258,152		12/24/2008 <sup>(6)</sup>	Common Stock	258,150 <sup>(2)</sup>
Series F Preferred Stock	\$ 0 <sup>(6)</sup>	10/09/2013		C		100,000		01/27/2009 <sup>(6)</sup>	Common Stock	100,000 <sup>(2)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OAK INVESTMENT PARTNERS IX L P 3890 WELLS FARGO CENTER 90 SOUTH 7TH STREET MINNEAPOLIS, MN 55402		X		
OAK IX AFFILIATES FUND LP		X		

3890 WELLS FARGO CENTER  
90 SOUTH 7TH STREET  
MINNEAPOLIS, MN 55402

OAK IX AFFILIATES FUND A LP  
3890 WELLS FARGO CENTER  
90 SOUTH 7TH STREET  
MINNEAPOLIS, MN 55402

X

## Signatures

/s/Gerald R. Gallagher, authorized  
person

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) The Series B 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.  
  
Includes shares held by Oak Investment Partners IX, Limited Partnership ("Oak Investment"), Oak IX Affiliates Fund, Limited Partnership ("Oak IX Fund") and Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Fund-A"). Oak Associates IX, L.L.C., as the general partner of Oak Investment, and Oak IX Affiliates, L.L.C., as the general partner of each of Oak IX Fund and Oak IX Fund-A, may be deemed to beneficially own these shares. Each of Oak Associates IX, L.L.C. and Oak IX Affiliates, L.L.C. disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.
- (2) 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.
- (3) 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.
- (4) 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.
- (5) 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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