

POTBELLY CORP  
Form 4  
October 11, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
GALLAGHER GERALD R

(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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/09/2013		C		1,000,000	A	<u>(1)</u> 1,184,470	I	See footnote <u>(2)</u>
Common Stock	10/09/2013		C		404,941	A	<u>(3)</u> 1,589,411	I	See Footnote <u>(2)</u>
Common Stock	10/09/2013		C		187,482	A	<u>(4)</u> 1,776,893	I	See Footnote <u>(2)</u>

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Common Stock	10/09/2013	C	382,443	A	<u>(5)</u>	2,159,336	I	See Footnote <u>(2)</u>
Common Stock	10/09/2013	C	358,152	A	<u>(6)</u>	2,517,488	I	See Footnote <u>(2)</u>

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

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SEC 1474  
(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 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 B Preferred Stock	\$ 0 <u>(1)</u>	10/09/2013		C	1,000,000	09/18/2002 <u>(1)</u>	Common Stock 1,000,000
Series C Preferred Stock	\$ 0 <u>(3)</u>	10/09/2013		C	401,481	10/08/2003 <u>(3)</u>	Common Stock 404,940
Series D Preferred Stock	\$ 0 <u>(4)</u>	10/09/2013		C	182,595	03/23/2005 <u>(4)</u>	Common Stock 187,480
Series E Preferred Stock	\$ 0 <u>(5)</u>	10/09/2013		C	369,575	02/13/2006 <u>(5)</u>	Common Stock 382,440
Series F Preferred Stock	\$ 0 <u>(6)</u>	10/09/2013		C	258,152	12/24/2008 <u>(6)</u>	Common Stock 258,150
Series F Preferred Stock	\$ 0 <u>(6)</u>	10/09/2013		C	100,000	01/27/2009 <u>(6)</u>	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director    10% Owner    Officer    Other

GALLAGHER GERALD R  
 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) 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. is the general partner of Oak Investment and Oak IX Affiliates, L.L.C. is the general partner of each of Oak IX Fund and Oak IX Fund-A. Mr. Gallagher is a managing member of Oak Associates IX, L.L.C. and Oak IX Affiliates, L.L.C. Accordingly, Mr. Gallagher may be deemed to share power to vote and dispose of shares owned directly by such entities. Mr. Gallagher disclaims beneficial ownership of such shares except to the extent of his 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.
  - (6) 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. 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.