

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 \*  
**OXFORD BLACKPOINT VENTURE PARTNERS VII, LLC**

(Last) (First) (Middle)

C/O VANN AVEDISIAN,  
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 \_\_\_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		500,000	A	(1) 663,525
Common Stock	10/09/2013		C		142,892	A	(2) 806,417
Common Stock	10/09/2013		C		109,270	A	(3) 915,687
Common Stock	10/09/2013		C		136,239	A	(4) 1,051,926
	10/09/2013		C		266,096	A	(5) 1,318,022

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Common  
Stock

Common Stock 10/09/2013 C 82,927 A (6) 1,400,949 D (7)

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 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 <u>(1)</u>	10/09/2013		C	500,000	09/19/2001 <u>(1)</u>	Common Stock 500,000
Series B Preferred Stock	\$ 0 <u>(2)</u>	10/09/2013		C	142,892	09/18/2002 <u>(2)</u>	Common Stock 142,892
Series C Preferred Stock	\$ 0 <u>(3)</u>	10/09/2013		C	108,336	10/08/2003 <u>(3)</u>	Common Stock 109,270
Series D Preferred Stock	\$ 0 <u>(4)</u>	10/09/2013		C	132,687	03/23/2005 <u>(4)</u>	Common Stock 136,239
Series E Preferred Stock	\$ 0 <u>(5)</u>	10/09/2013		C	257,143	02/13/2006 <u>(5)</u>	Common Stock 266,096
Series F Preferred Stock	\$ 0 <u>(6)</u>	10/09/2013		C	82,927	12/24/2008 <u>(6)</u>	Common Stock 82,927

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

OXFORD BLACKPOINT VENTURE PARTNERS VII, LLC  
C/O VANN AVEDISIAN, POTBELLY CORPORATION  
222 MERCHANDISE MART PLAZA, 23RD FLOOR  
CHICAGO, IL 60654 X

OXFORD CAPITAL PARTNERS, INC.  
C/O VANN AVEDISIAN, POTBELLY CORPORATION  
222 MERCHANDISE MART PLAZA, 23RD FLOOR  
CHICAGO, IL 60654 X

## Signatures

/s/Vann Avedisian, 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 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) 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.
- (3) 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.
- (4) 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.
- (5) 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.
- (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.

(7) Oxford Blackpoint Venture Partners VII, LLC ("Oxford Blackpoint") is an investment fund managed by Oxford Capital. Vann Avedisian is co-owner of Oxford Capital. Accordingly, Mr. Avedisian may be deemed to share power to vote and dispose of the securities owned directly by Oxford Blackpoint and Oxford Capital. Mr. Avedisian disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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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