

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* LEWIS AYLWIN B <hr/> (Last) (First) (Middle) C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR <hr/> (Street) CHICAGO IL 60654 <hr/> (City) (State) (Zip) | | | 2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2013 | | 3. Issuer Name and Ticker or Trading Symbol POTBELLY CORP [PBPB] | |
| | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO and President</p> | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 164,141 | D | |

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: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Series F Preferred Stock | 12/24/2008 | (1) | Common Stock 80,000 | (1) | D | |
| Series F Preferred Stock | 07/16/2010 | (1) | Common Stock 59,895 | (1) | D | |
| Stock Options (right to buy) | (2) | 06/16/2018 | Common Stock 780,000 | 8 | D | |
| Stock Options (right to buy) | (2) | 05/10/2021 | Common Stock 286,157 | 7.22 | D | |
| Stock Options (right to buy) | (3) | 08/08/2023 | Common Stock 227,187 | 10.59 | D | |

Explanation of Responses:

- The Series F 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 F Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.
- All stock options have vested and are exercisable.
- The stock options will become vested in equal installments on August 8, 2014, August 8, 2015, August 8, 2016 and August 8, 2017 and vested options will be exercisable upon the closing of Potbelly's initial public offering.

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

10/03/2013

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

APPOINTMENT of Attorney-in-Fact. Be it known to all that the undersigned, Aylwin B. Lewis, hereby constitutes and appoints each of Matthew Revord and Bahi Okupa, s:
(1) execute for and on my behalf, in my capacity as an officer and/or director of Potbelly Corporation, (the "Company"), Forms 3, 4, and 5 (including amendments the
(2) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 and timely file such 1
(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the General Counsel, may be of benefit to, in the best in
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or
The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned, or the undersigned
This Power of Attorney supersedes any power of attorney previously executed by the undersigned and the authority of the attorneys-in-fact named in any prior powers (c
DURATION. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the under
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 19th day of September, 2013.

/s/Aylwin B. Lewis
Aylwin B. Lewis

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