

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>LEVITAN DAN</u> (Last) (First) (Middle) 411 FIRST AVENUE SOUTH, SUITE 600 (Street) SEATTLE WA 98104 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>POTBELLY CORP [PBPB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2014	
		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 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	09/15/2014		J ⁽¹⁾		2,558	D	\$0	0	D	
Common Stock	09/15/2014		J ⁽¹⁾		2,558	A	\$0	2,558	I	See footnote. ⁽¹⁾
Common Stock								4,313,489	I	See footnote. ⁽²⁾⁽³⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person* <u>LEVITAN DAN</u> (Last) (First) (Middle) 411 FIRST AVENUE SOUTH, SUITE 600 (Street) SEATTLE WA 98104 (City) (State) (Zip)
--

1. Name and Address of Reporting Person* <u>Maveron LLC</u> (Last) (First) (Middle) 411 FIRST AVENUE SOUTH, SUITE 600 (Street) SEATTLE WA 98104 (City) (State) (Zip)
--

Explanation of Responses:

1. These shares were granted to Dan Levitan as a director of Potbelly Corp and transferred to Maveron LLC for no consideration. Mr. Levitan is the sole managing member of Maveron LLC. Under the limited liability company agreement of Maveron General Partner III LLC, Mr. Levitan is deemed to hold the shares for the benefit of Maveron LLC and is required to transfer the shares to Maveron LLC.

2. Includes shares held by Maveron Equity Partners 2000, L.P. ("Maveron 2000"), Maveron Equity Partners 2000-B, L.P. ("Maveron 2000-B"), MEP 2000 Associates LLC ("MEP 2000"), Maveron Equity Partners III, L.P. ("MEP III"), Maveron III Entrepreneurs' Fund, L.P. ("Maveron-Entrepreneurs") and MEP Associates III, L.P. ("Maveron-Associates"). Maveron General Partner 2000 LLC ("Maveron GP") serves as general partner of Maveron 2000 and Maveron 2000-B and possesses shared power to vote and dispose of shares directly owned by Maveron 2000 and Maveron 2000-B. Maveron LLC serves as manager of MEP 2000 and possesses shared power to vote and dispose of shares directly owned by MEP 2000. Mr. Levitan is the managing member of Maveron GP and Maveron LLC. (continued in Footnote 3)

3. Maveron General Partner III LLC ("Maveron GP III") serves as general partner for MEP III, Maveron-Entrepreneurs' and Maveron-Associates and possesses shared power to vote and dispose of shares directly owned by MEP III, Maveron-Entrepreneurs' and Maveron-Associates. Mr. Levitan is a managing member of Maveron GP III. Accordingly, Mr. Levitan may be deemed to share power to vote and dispose of shares owned directly by such entities. Mr. Levitan disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

/s/ Dan Levitan 09/17/2014

/s/ Dan Levitan, managing
member of Maveron LLC 09/17/2014

** 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 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).

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.