

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>OXFORD BLACKPOINT VENTURE PARTNERS VII, LLC</u> (Last) (First) (Middle) C/O VANN AVEDISIAN, POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR (Street) CHICAGO IL 60654 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2013	3. Issuer Name and Ticker or Trading Symbol <u>POTBELLY CORP [PBPB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 10/03/2013 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	163,525 ⁽¹⁾	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	Title	Amount or Number of Shares			

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)

1. Name and Address of Reporting Person*
OXFORD CAPITAL PARTNERS, INC.
 (Last) (First) (Middle)
 C/O VANN AVEDISIAN, POTBELLY CORPORATION
 222 MERCHANDISE MART PLAZA, 23RD FLOOR
 (Street)
 CHICAGO IL 60654
 (City) (State) (Zip)

Explanation of Responses:

1. This amendment is being filed to properly place the signature of the person executing the original Form 3 on record. The holding in this line item is not new or revised but is being reported again solely to gain access to the filing system.

/s/Vann Avedisian, authorized person 10/03/2013

** Signature of Reporting Person Date

* 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.