

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Maveron Equity Partners 2000, L.P.</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) 10/09/2013					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			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 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		2,272,727 ⁽¹⁾	A	(2)	2,646,748	D ⁽³⁾⁽⁴⁾	
Common Stock	10/09/2013		C		649,512 ⁽¹⁾	A	(5)	3,296,260	D	
Common Stock	10/09/2013		C		529,445 ⁽¹⁾	A	(6)	3,825,705	D	
Common Stock	10/09/2013		C		457,161 ⁽¹⁾	A	(7)	4,282,866	D	
Common Stock	10/09/2013		C		813,073 ⁽⁸⁾	A	(9)	5,095,939	D	
Common Stock	10/09/2013		C		714,992 ⁽¹⁰⁾	A	(11)	5,810,931	D	

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 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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	\$0 ⁽²⁾	10/09/2013		C		2,272,727		09/19/2001	(2)	Common Stock	2,272,727 ⁽¹⁾	\$0	0	D	
Series B Preferred Stock	\$0 ⁽⁵⁾	10/09/2013		C		649,512		09/18/2002	(5)	Common Stock	649,512 ⁽¹⁾	\$0	0	D	
Series C Preferred Stock	\$0 ⁽⁶⁾	10/09/2013		C		524,921		10/08/2003	(6)	Common Stock	529,445 ⁽¹⁾	\$0	0	D	
Series D Preferred Stock	\$0 ⁽⁷⁾	10/09/2013		C		445,242		03/23/2005	(7)	Common Stock	457,161 ⁽¹⁾	\$0	0	D	
Series E Preferred Stock	\$0 ⁽⁹⁾	10/09/2013		C		785,715		02/13/2006	(9)	Common Stock	813,073 ⁽⁸⁾	\$0	0	D	
Series F Preferred Stock	\$0 ⁽¹¹⁾	10/09/2013		C		614,992		12/24/2008	(11)	Common Stock	614,992 ⁽¹⁰⁾	\$0	0	D	
Series F Preferred Stock	\$0 ⁽¹¹⁾	10/09/2013		C		100,000		01/30/2009	(11)	Common Stock	100,000 ⁽¹⁰⁾	\$0	0	D	

1. Name and Address of Reporting Person*
Maveron Equity Partners 2000, L.P.

 (Last) (First) (Middle)
 411 FIRST AVENUE SOUTH, SUITE 600

 (Street)
 SEATTLE WA 98104

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

[Maveron Equity Partners 2000-B, L.P.](#)

(Last) (First) (Middle)
411 FIRST AVENUE SOUTH, SUITE 600

(Street)
SEATTLE WA 98104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MEP 2000 Associates LLC](#)

(Last) (First) (Middle)
411 FIRST AVENUE SOUTH, SUITE 600

(Street)
SEATTLE WA 98104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Maveron Equity Partners III, L.P.](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Maveron III Entrepreneurs Fund, L.P.](#)

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411 FIRST AVENUE SOUTH, SUITE 600

(Street)
SEATTLE WA 98104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Maveron General Partner 2000 LLC](#)

(Last) (First) (Middle)
411 FIRST AVENUE SOUTH, SUITE 600

(Street)
SEATTLE WA 98104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Maveron LLC](#)

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411 FIRST AVENUE SOUTH, SUITE 600

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MEP Associates III, L.P.](#)

(Last) (First) (Middle)
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(Street)

SEATTLE WA 98104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Maveron General Partner III LLC

(Last) (First) (Middle)

411 FIRST AVENUE SOUTH, SUITE 600

(Street) SEATTLE WA 98104

(City) (State) (Zip)

Explanation of Responses:

1. Includes shares held by Maveron 2000, Maveron 2000-B and MEP 2000 (each as defined below). See Footnotes 3 and 4.
2. 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.
3. 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"), as the general partner of each of Maveron 2000 and Maveron 2000-B, may be deemed to beneficially own certain of these shares. Maveron LLC, as the manager of MEP 2000, may be deemed to beneficially own certain of these shares. (continued on Footnote 4)
4. Maveron General Partner III LLC ("Maveron GP III"), as the general partner of each of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, may be deemed to beneficially own certain of these shares. Each of Maveron GP, Maveron LLC and Maveron GP III disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.
5. 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.
6. 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.
7. 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.
8. Includes shares held by Maveron 2000, Maveron 2000-B, MEP 2000, MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnotes 3 and 4.
9. 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.
10. Includes shares held by MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnotes 3 and 4.
11. 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.

/s/Dan Levitan, authorized person

10/11/2013

** 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 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.

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