

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0104 |
| Estimated average burden hours per response: | 0.5       |

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

|  |  |  |   |
|--|--|--|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>KANTER HARVEY S</u><br><hr/> (Last) (First) (Middle)<br><u>111 N. CANAL</u><br><u>SUITE 850</u><br><hr/> (Street)<br><u>CHICAGO IL 60606</u><br><hr/> (City) (State) (Zip) | <b>2. Date of Event Requiring Statement (Month/Day/Year)</b><br>08/07/2015 | <b>3. Issuer Name and Ticker or Trading Symbol</b><br><u>POTBELLY CORP [ PBPB ]</u>  |   |
|  |  | <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) | <b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b><br><hr/> <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

**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 |  |  |   |

**Explanation of Responses:**

No securities are beneficially owned.

By: Robyn Martin For: Harvey Kanter 08/11/2015

\*\* 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.