# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)\*

(Amendment No. 2)*
Potbelly Corporation
(Name of Issuer)
Common Stock Par Value \$0.01
(Title of Class of Securities)
73754Y100
(CUSIP Number)
December 31, 2015
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
□ Rule 13d-1(b)
□ Rule 13d-1(c)
⊠ Rule 13d-1(d)
*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
(Continued on following pages)
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			<del>-</del>						
1		ON NOS. C	NS DF ABOVE PERSONS (ENTIT 2000, L.P. ("Maveron 2000")	IES ONLY)					
2	CHECK THE APPROPRIES	PRIATE BO	OX IF A MEMBER OF A GRO	UP*	(a)	□ (b)	$\boxtimes$		
3	SEC USE ONLY								
4	CITIZENSHIP OR PLA Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		5	SOLE VOTING POWER 655,846 shares, except that M Maveron 2000, may be deem the managing member of Ma	ed to have sole power to vo	ote these shares, and Dan Lo	evitan ("Levit			
,	REPORTING PERSON WITH		SHARED VOTING POWER See response to row 5.						
		7 SOLE DISPOSITIVE POWER 655,846 shares, except that Maveron GP, the general partner of Maveron 2000, may be deemed to have sole power to dispose of these shares, and Levitan, the managing member of Maveron GP, may be deemed to have sole power to dispose of these shares.							
		8	SHARED DISPOSITIVE PC See response to row 7.	OWER					
9	AGGREGATE AMOU REPORTING PERSON		FICIALLY OWNED BY EACH	H		655,846			
10	CHECK BOX IF THE EXCLUDES CERTAIN		ATE AMOUNT IN ROW (9)						
11	PERCENT OF CLASS	REPRESE	NTED BY AMOUNT IN ROW	v 9		2.2%1			
12	TYPE OF REPORTING	G PERSON	<b>T*</b>			PN			

<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

CUSIP NO.	D. 73754Y100			13 G	Page 3 of 20					
1		N NOS. O	IS F ABOVE PERSONS (ENTITI 2000-B, L.P. ("Maveron 2000-F							
2	CHECK THE APPROP	RIATE BO	X IF A MEMBER OF A GRO	UP*	(a)	□ (b)	$\boxtimes$			
3	SEC USE ONLY									
4	CITIZENSHIP OR PLA Delaware	ITIZENSHIP OR PLACE OF ORGANIZATION relaware								
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 20,378 shares, except that Ma sole power to vote these share have sole power to vote these	es, and Levitan, the managi						
		6	SHARED VOTING POWER See response to row 5.							
		7	sole power to dispose of these	DISPOSITIVE POWER shares, except that Maveron GP, the general partner of Maveron 2000-B, may be deemed to have wer to dispose of these shares, and Levitan, the managing member of Maveron GP, may be d to have sole power to dispose of these shares.						
		8	SHARED DISPOSITIVE PO See response to row 7.	WER						
9	AGGREGATE AMOUI REPORTING PERSON		ICIALLY OWNED BY EACH	Į.		20,378				
10	CHECK BOX IF THE A		TE AMOUNT IN ROW (9)							
11	PERCENT OF CLASS	REPRESE	NTED BY AMOUNT IN ROW	7 9		$0.1\%^{1}$				
12	TYPE OF REPORTING	G PERSON	*			PN				

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<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

1	I.R.S. IDENTIFICAT	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Maveron General Partner 2000 LLC									
2	CHECK THE APPR	OPRIATE	BOX IF A MEMBER OF A GROUP*	(a)		(b)	X				
3	SEC USE ONLY										
4	CITIZENSHIP OR P Delaware	LACE OF	ORGANIZATION								
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER 676,224 shares, of which 655,846 shares are directly owned by Maveron owned by Maveron 2000-B. Maveron GP, the general partner of Maveron may be deemed to have sole power to vote these shares, and Levitan, the GP, may be deemed to have sole power to vote these shares.	2000 and	l Mave	ron 200	00-В,				
			SHARED VOTING POWER See response to row 5.								
			SOLE DISPOSITIVE POWER 676,224 shares, of which 655,846 shares are directly owned by Maveron owned by Maveron 2000-B. Maveron GP, the general partner of Maveron may be deemed to have sole power to dispose of these shares, and Levitar Maveron GP, may be deemed to have sole power to dispose of these shares	n 2000 and n, the man	l Mave	ron 200	00-В,				
		8	SHARED DISPOSITIVE POWER See response to row 7.								
9	AGGREGATE AMO REPORTING PERSO		EFICIALLY OWNED BY EACH		676,	224					
10	CHECK BOX IF TH EXCLUDES CERTA		GATE AMOUNT IN ROW (9) ES*								
11	PERCENT OF CLAS	SS REPRE	SENTED BY AMOUNT IN ROW 9		2.2%	6 <sup>1</sup>					
12	TYPE OF REPORTI	NG PERSO	ON*		00						

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<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

1		ON NOS. C	NS OF ABOVE PERSONS (ENTITIES ONLY) J.C ("MEP 2000")						
2	CHECK THE APPRO	PRIATE BO	OX IF A MEMBER OF A GROUP*	(a)		(b)	$\boxtimes$		
3	SEC USE ONLY								
4	CITIZENSHIP OR PL. Delaware	ACE OF O	RGANIZATION						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 91,500 shares, except that Maveron LLC, the manager of MEP 2000, may be of power to vote these shares, and Levitan, the managing member of Maveron LI have sole power to vote these shares.	leemed LC, ma	d to ha	ave sole deemed	to		
		6	SHARED VOTING POWER See response to row 5.						
		7	SOLE DISPOSITIVE POWER 91,500 shares, except that Maveron LLC, the manager of MEP 2000, may be of power to dispose of these shares, and Levitan, the managing member of Maveron have sole power to dispose of these shares.						
		8	SHARED DISPOSITIVE POWER See response to row 7.						
9	AGGREGATE AMOU REPORTING PERSON		FICIALLY OWNED BY EACH		91,50	00			
10	CHECK BOX IF THE EXCLUDES CERTAIN		ATE AMOUNT IN ROW (9)						
11	PERCENT OF CLASS	REPRESE	ENTED BY AMOUNT IN ROW 9		0.3%	,1			
12	TYPE OF REPORTIN	PE OF REPORTING PERSON* OO							

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<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

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			<u>.</u>						
1	NAME OF REPORTIN I.R.S. IDENTIFICATIO Maveron LLC	ON NOS. C	NS DF ABOVE PERSONS (ENTITI	ES ONLY)					
2	CHECK THE APPROPRIES	PRIATE BO	OX IF A MEMBER OF A GRO	UP*	(a)	□ (b)	X		
3	SEC USE ONLY	EC USE ONLY							
4	CITIZENSHIP OR PLA Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		5	SOLE VOTING POWER 94,984 shares, of which 91,50 MEP 2000, may be deemed to of Maveron LLC, may be dee	have sole power to vote the	nese shares, and Levitan, th				
,	REPORTING PERSON WITH		SHARED VOTING POWER See response to row 5.						
			SOLE DISPOSITIVE POWE 94,984 shares, of which 91,50 MEP 2000, may be deemed to member of Maveron LLC, ma	00 shares are directly owner to dispos	se of these shares, and Levi	tan, the manag			
		8	SHARED DISPOSITIVE PO See response to row 7.	WER					
9	AGGREGATE AMOU REPORTING PERSON		FICIALLY OWNED BY EACH			94,984			
10	CHECK BOX IF THE EXCLUDES CERTAIN		ATE AMOUNT IN ROW (9)						
11	PERCENT OF CLASS	REPRESE	ENTED BY AMOUNT IN ROW	7 9		0.3% <sup>1</sup>			
12	TYPE OF REPORTING	G PERSON	<b>T*</b>			00			

<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

CUSIP N	SIP NO. 73754Y100			13 G	Page 7 of 20				
1		ION NOS	ONS OF ABOVE PERSONS (ENTIT rs III, L.P. ("MEP III")	TIES ONLY)					
2	CHECK THE APPRO	OPRIATE 1	BOX IF A MEMBER OF A GRO	OUP*	(a)	□ (b) ⊠			
3	SEC USE ONLY	SEC USE ONLY							
4	CITIZENSHIP OR P. Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		5	SOLE VOTING POWER 248,577 shares, except that I of MEP III, may be deemed Clayton Lewis ("Lewis"), Po members of Maveron GP III	to have sole power to vote ete McCormick ("McCorm	these shares, and Dan Levit nick") and Jason Stoffer ("St	an ("Levitan"), offer"), the managing			
	WITH	6	SHARED VOTING POWER See response to row 5.						
		7	SOLE DISPOSITIVE POW 248,577 shares, except that I sole power to dispose of the members of Maveron GP III	Maveron GP III, the genera se shares, and Levitan, Lev	vis, McCormick and Stoffer,	the managing			
		8	SHARED DISPOSITIVE PO See response to row 7.	OWER					
9	AGGREGATE AMO REPORTING PERSO		EFICIALLY OWNED BY EAC	Н		248,577			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*								
11	PERCENT OF CLAS		$0.8\%^{1}$						

PN

TYPE OF REPORTING PERSON\*

12

<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015

1		ON NOS. C	NS DF ABOVE PERSONS (ENTITIES ONLY) rs' Fund, L.P. ("Maveron-Entrepreneurs'")					
2	CHECK THE APPROP	PRIATE BO	OX IF A MEMBER OF A GROUP*	) [	]	(b)	×	
3	SEC USE ONLY							
4	CITIZENSHIP OR PLA Delaware	ACE OF O	RGANIZATION					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING		5	SOLE VOTING POWER 10,547 shares, except that Maveron GP III, the general partner of Maveron-Entre deemed to have sole power to vote these shares, and Levitan, Lewis, McCormic managing members of Maveron GP III, may be deemed to have shared power to	and S	Stoff	er, the		
	REPORTING PERSON WITH							
			SOLE DISPOSITIVE POWER 10,547 shares, except that Maveron GP III, the general partner of Maveron-Entry deemed to have sole power to dispose of these shares, and Levitan, Lewis, McCo managing members of Maveron GP III, may be deemed to have shared power to	ormick	and	Stoffe	r, the	
		8	SHARED DISPOSITIVE POWER See response to row 7.					
9	AGGREGATE AMOU REPORTING PERSON		FICIALLY OWNED BY EACH	1	0,54	.7		
10	CHECK BOX IF THE EXCLUDES CERTAIN		ATE AMOUNT IN ROW (9) *					
11	PERCENT OF CLASS	REPRESE	ENTED BY AMOUNT IN ROW 9	0	.1%	1		
12	TYPE OF REPORTING	G PERSON	<b>*</b>	P	N			

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<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

1		ON NOS. C	NS DF ABOVE PERSONS (ENTITIES ONLY) ("Maveron-Associates")					
2	CHECK THE APPROI	PRIATE BO	OX IF A MEMBER OF A GROUP*	(a)		(b)	X	
3	SEC USE ONLY							
4	CITIZENSHIP OR PLA Delaware	ACE OF O	RGANIZATION					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING		5	SOLE VOTING POWER 34,083 shares, except that Maveron GP III, the general partner of Maveron-A to have sole power to vote these shares, and Levitan, Lewis, McCormick and members of Maveron GP III, may be deemed to have shared power to vote the	d Stoffer	, the n			
	REPORTING PERSON WITH		PERSON 6 SHARED VOTING POWER					
			SOLE DISPOSITIVE POWER 34,083 shares, except that Maveron GP III, the general partner of Maveron-A to have sole power to dispose of these shares, and Levitan, Lewis, McCormic managing members of Maveron GP III, may be deemed to have shared power	ck and S	Stoffer	, the		
		8	SHARED DISPOSITIVE POWER See response to row 7.					
9	AGGREGATE AMOU REPORTING PERSON		FICIALLY OWNED BY EACH		34,08	83		
10	CHECK BOX IF THE EXCLUDES CERTAIN		ATE AMOUNT IN ROW (9) *					
11	PERCENT OF CLASS	REPRESE	ENTED BY AMOUNT IN ROW 9		0.1%	<sub>6</sub> 1		
12	TYPE OF REPORTING	G PERSON	T*		PN			

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<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

CUSIP NO.	73754Y100			13 G	Page 10 of 2	0			
1	NAME OF REPORTIN I.R.S. IDENTIFICATIO Maveron Gene	N NOS. O	F ABOVE PERSONS (ENTIT	TIES ONLY)					
2	CHECK THE APPROP	RIATE BO	X IF A MEMBER OF A GRO	OUP*	(a) 🗆	(b) ⊠			
3	SEC USE ONLY								
4	CITIZENSHIP OR PLA Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware							
BE	UMBER OF SHARES NEFICIALLY Y EACH REPORTING PERSON WITH	5	owned by Maveron-Entrepre GP III, the general partner of deemed to have sole power t	eneurs', and 34,083 are direct f MEP III, Maveron-Entrepre to vote these shares, and Levi	ed by MEP III, 10,547 shares a ly owned by Maveron-Associa neurs' and Maveron-Associate tan, Lewis, McCormick and St o have shared power to vote the	tes. Maveron es, may be offer, the			
		6	SHARED VOTING POWER See response to row 5.	R					
		7	owned by Maveron-Entrepre GP III, the general partner of deemed to have sole power t	8,577 shares are directly own eneurs', and 34,083 are direct f MEP III, Maveron-Entrepre o dispose of these shares, and	ed by MEP III, 10,547 shares a ly owned by Maveron-Associa neurs' and Maveron-Associate l Levitan, Lewis, McCormick a o have shared power to dispose	tes. Maveron es, may be and Stoffer, the			
		8	SHARED DISPOSITIVE POSee response to row 7.	OWER					
9	AGGREGATE AMOUNT REPORTING PERSON		ICIALLY OWNED BY EAC	Н	29	3,207			
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  EXCLUDES CERTAIN SHARES*							
11	PERCENT OF CLASS	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.0% <sup>1</sup>							

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TYPE OF REPORTING PERSON\*

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<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

1		NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Dan Levitan									
2	CHECK THE APPROP	RIATE BO	X IF A MEMBER OF A GROUP*	(a)		(b)	$\boxtimes$				
3	SEC USE ONLY										
4	CITIZENSHIP OR PLA United States	ACE OF OF	RGANIZATION								
BE	UMBER OF SHARES NEFICIALLY Y EACH REPORTING PERSON WITH	856,411 shares, of which 655,846 shares are directly owned by Maveron 2000, 20,378 are directly owned by Maveron 2000-B, 91,500 shares are directly owned by MEP 2000, 3,484 shares are directly owned by Meron LLC and 85,203 are directly owned by Levitan. Levitan is the managing member of Maveron GP, which is the general partner of Maveron 2000 and Maveron 2000-B, and managing									
6			SHARED VOTING POWER 293,207 shares, of which 248,577 shares are directly owned by MEP III, 10,547 shares are directly owned by Maveron-Entrepreneurs', and 34,083 are directly owned by Maveron-Associates. Levitan is a managing member of Maveron GP III, the general partner of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power to vote these shares.								
		SOLE DISPOSITIVE POWER 856,411 shares, of which 655,846 shares are directly owned by Maveron 2000, 20,378 are directly owned by Maveron 2000-B, 91,500 shares are directly owned by MEP 2000, 3,484 shares are directly owned by Maveron LLC and 85,203 are directly owned by Levitan. Levitan is the managing member of Maveron GP, which is the general partner of Maveron 2000 and Maveron 2000-B, and managing member of Maveron LLC, which is the manager of MEP 2000, and may be deemed to have sole power to dispose of these shares.									
		8 SHARED DISPOSITIVE POWER 293,207 shares, of which 248,577 shares are directly owned by MEP III, 10,547 shares are directly owned by Maveron-Entrepreneurs', and 34,083 are directly owned by Maveron-Associates. Levitan is a managing member of Maveron GP III, the general partner of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power to dispose of these shares.									
9	AGGREGATE AMOUI REPORTING PERSON		ICIALLY OWNED BY EACH		1,14	9,618					
10	CHECK BOX IF THE A		TE AMOUNT IN ROW (9)								
11	PERCENT OF CLASS	REPRESE	NTED BY AMOUNT IN ROW 9		3.8%	<sub>6</sub> 1					
12	TYPE OF REPORTING	OF REPORTING PERSON*  IN									

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<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

1	NAME OF REPORT I.R.S. IDENTIFICA Clayton Lev	ΓΙΟΝ NOS	ONS OF ABOVE PERSONS (ENTITIES ONLY)					
2	CHECK THE APPR	OPRIATE :	BOX IF A MEMBER OF A GROUP*	(a)		(b)	X	
3	SEC USE ONLY							
4	CITIZENSHIP OR I United States	PLACE OF	ORGANIZATION					
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER 1,239 shares					
			SHARED VOTING POWER 293,207 shares, of which 248,577 shares are directly owned by MEP III, 10,547 shares are directly owned by Maveron-Associates. Lewis is a managing member of Maveron GP III, the general partner of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power to vote these shares.					
		7	SOLE DISPOSITIVE POWER 1,239 shares					
		8	owned by Maveron-Entrepreneurs', and 34,083 are directly owned by I managing member of Maveron GP III, the general partner of MEP III,	IARED DISPOSITIVE POWER 3,207 shares, of which 248,577 shares are directly owned by MEP III, 10,547 shares are directly owned by Maveron-Associates. Leganging member of Maveron GP III, the general partner of MEP III, Maveron-Entrepreneurs averon-Associates, and may be deemed to have shared power to dispose of these shares.				
9	AGGREGATE AMO REPORTING PERS		EFICIALLY OWNED BY EACH		294,	,446		
10	CHECK BOX IF THE EXCLUDES CERTA		GATE AMOUNT IN ROW (9) ES*					
11	PERCENT OF CLA	SS REPRE	SENTED BY AMOUNT IN ROW 9		1.0%	√ <sub>0</sub> <sup>1</sup>		
12	TYPE OF REPORT	ING PERSO	ON*		IN			

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<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

1	NAME OF REPORTIN I.R.S. IDENTIFICATIO Pete McCormi	ON NOS. O	NS F ABOVE PERSONS (ENTITIES ONLY)					
2	CHECK THE APPROP	PRIATE BC	X IF A MEMBER OF A GROUP*	(a)		(b)	$\boxtimes$	
3	SEC USE ONLY							
4	CITIZENSHIP OR PLA United States	ACE OF OI	RGANIZATION					
	IUMBER OF SHARES	5	SOLE VOTING POWER 1,606 shares					
OW	BENEFICIALLY  DWNED BY EACH REPORTING PERSON WITH  SHARED VOTING POWER 293,207 shares, of which 248,577 shares are directly owned by owned by Maveron-Entrepreneurs', and 34,083 are directly owned by Maveron GP III, the general partner		SHARED VOTING POWER 293,207 shares, of which 248,577 shares are directly owned by MEP III, 10,5 owned by Maveron-Entrepreneurs', and 34,083 are directly owned by Mavero is a managing member of Maveron GP III, the general partner of MEP III, Ma Maveron-Associates, and may be deemed to have shared power to vote these	ned by Maveron-Associates. McCormick of MEP III, Maveron-Entrepreneurs' and				
		7	SOLE DISPOSITIVE POWER 1,606 shares					
		8	SHARED DISPOSITIVE POWER 293,207 shares, of which 248,577 shares are directly owned by MEP III, 10,5 owned by Maveron-Entrepreneurs', and 34,083 are directly owned by Mavero is a managing member of Maveron GP III, the general partner of MEP III, Ma Maveron-Associates, and may be deemed to have shared power to dispose of	on-Ass averon	sociate -Entre	s. McC preneui	ormick	
9	AGGREGATE AMOU REPORTING PERSON		TICIALLY OWNED BY EACH		294,	813		
10	CHECK BOX IF THE EXCLUDES CERTAIN		ATE AMOUNT IN ROW (9) *					
11	PERCENT OF CLASS	REPRESE	NTED BY AMOUNT IN ROW 9		1.0%	<sub>6</sub> 1		
12	2 TYPE OF REPORTING PERSON* IN							

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<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

CUSIP NO.	73754Y100		13 G Page 1	14 of 20			
1	NAME OF REPORTIN	IG PERSO	NS				
	Jason Stoffer						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) ⊠						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLA U.S. Citizen	ACE OF O	RGANIZATION				
NUMBER OF 5 SOLE VOTING POWER 69 shares							
WITH owned by Maveron-Entrepreneurs', and 34,083 are directly owned by Maveron-A managing member of Maveron GP III, the general partner of MEP III, Maveron-Entrepreneurs'		6	SHARED VOTING POWER 293,207 shares, of which 248,577 shares are directly owned by MEP III, 10,547 shares are directly owned by Maveron-Entrepreneurs', and 34,083 are directly owned by Maveron-Associates. Stoffer is a managing member of Maveron GP III, the general partner of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power to vote these shares.				
owned by Maveron-Entrepreneurs', and 34,083 are directly owned by M managing member of Maveron GP III, the general partner of MEP III, M			SHARED DISPOSITIVE POWER 293,207 shares, of which 248,577 shares are directly owned by MEP III, 10,547 s owned by Maveron-Entrepreneurs', and 34,083 are directly owned by Maveron-A managing member of Maveron GP III, the general partner of MEP III, Maveron-E Maveron-Associates, and may be deemed to have shared power to dispose of thes	Maveron-Associates. Stoffer is a Maveron-Entrepreneurs' and			
9	AGGREGATE AMOU REPORTING PERSON		FICIALLY OWNED BY EACH	293,276			
10	CHECK BOX IF THE EXCLUDES CERTAIN		ATE AMOUNT IN ROW (9)				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.0% <sup>1</sup>			1.0%1			

IN

12

TYPE OF REPORTING PERSON\*

<sup>&</sup>lt;sup>1</sup> Based on 30,297,871 shares of Common Stock outstanding on October 30, 2015, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 4, 2015.

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This Amendment No. 2 amends the Statement on Schedule 13G previously filed by Maveron Equity Partners 2000, L.P., a Delaware limited partnership, Maveron Equity Partners 2000-B, L.P., a Delaware limited partnership, Maveron General Partner 2000 LLC, a Delaware limited liability company, MEP 2000 Associates LLC, a Delaware limited liability company, Maveron LLC, a Delaware limited partnership, Maveron Equity Partners III, L.P., a Delaware limited partnership, MEP Associates III, L.P., a Delaware limited partnership, Maveron General Partner III LLC, a Delaware limited liability company, Dan Levitan, Clayton Lewis, Pete McCormick and Jason Stoffer. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 2.

#### ITEM 4. OWNERSHIP

The following information with respect to the ownership of the Class A Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2015.

(a) <u>Amount beneficially owned</u>:

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) <u>Number of shares as to which such person has</u>:
  - (i) <u>Sole power to vote or to direct the vote:</u>

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

#### ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:  $\boxtimes$  Yes.

### ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

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<u>SIGNA</u>	ATURES	

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2016

MAVERON EQUITY PARTNERS III, L.P. /s/ Pete McCormick
By Maveron General Partner III LLC, Signature

Its General Partner

Pete McCormick, Managing Member

MAVERON III ENTREPRENEURS' FUND, L.P.

By Maveron General Partner III LLC,

Its General Partner

/s/ Pete McCormick
Signature

Pete McCormick, Managing Member

MEP ASSOCIATES III, L.P. /s/ Pete McCormick

By Maveron General Partner III LLC, Signature

Its General Partner

Pete McCormick, Managing Member

MAVERON GENERAL PARTNER III LLC /s/ Pete McCormick

Signature

Pete McCormick, Managing Member

MAVERON EQUITY PARTNERS 2000, L.P. /s/ Pete McCormick

By Maveron General Partner 2000 LLC,

Its General Partner

its General Partiler

Signature

Pete McCormick, Attorney-In-Fact

MAVERON EQUITY PARTNERS 2000-B, L.P.

By Maveron General Partner 2000 LLC,

Its General Partner

/s/ Pete McCormick

Signature

Pete McCormick, Attorney-In-Fact

MAVERON GENERAL PARTNER 2000 LLC /s/ Pete McCormick

Signature

Pete McCormick, Attorney-In-Fact

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MEP 2000 ASSOCIATES LLC By Maveron LLC,	/s/ Pete McCormick Signature	
Its Manager	Pete McCormick, Attorney-In-Fact	
MAVERON LLC	/s/ Pete McCormick Signature	·
DAN LEVITAN	Pete McCormick, Attorney-In-Fact	
DAN LEVITAN	/s/ Pete McCormick Signature	
CLAYTON LEWIS	Pete McCormick, Attorney-In-Fact /s/ Pete McCormick	
	Signature	
PETE MCCORMICK	Pete McCormick, Attorney-In-Fact /s/ Pete McCormick	
JASON STOFFER	Signature /s/ Pete McCormick	
	Signature  Pete McCormick, Attorney-In-Fact	
	rete McConnick, Attorney-III-Fact	

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## EXHIBIT INDEX

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## EXHIBIT A

# Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Potbelly Corporation shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

	_	
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# EXHIBIT B

# Power of Attorney

Pete McCormick has signed this Schedule 13G as Attorney-In-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.