

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>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) 12/12/2014	
		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	12/12/2014		J ⁽¹⁾		1,000,000 ⁽²⁾	D	\$0	3,310,931 ⁽²⁾	D	
Common Stock	12/12/2014		J ⁽³⁾		6,809	A	\$0	6,809 ⁽⁴⁾	D	
Common Stock	12/12/2014		J ⁽⁵⁾		6,809	D	\$0	0	D	
Common Stock	12/12/2014		J ⁽⁶⁾		2,442	A	\$0	2,442 ⁽⁷⁾	D	
Common Stock	12/12/2014		J ⁽⁸⁾		2,442	D	\$0	0	D	
Common Stock	12/12/2014		J ⁽⁹⁾		8,713	A	\$0	11,271 ⁽¹⁰⁾	D	
Common Stock	12/12/2014		J ⁽¹¹⁾		8,593	D	\$0	2,678 ⁽¹⁰⁾	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)		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*
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.](#)

(Last) (First) (Middle)

411 FIRST AVENUE SOUTH, SUITE 600

(Street)

SEATTLE WA 98104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Maveron III Entrepreneurs Fund, 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 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](#)

(Last) (First) (Middle)

411 FIRST AVENUE SOUTH, SUITE 600

(Street)

SEATTLE WA 98104

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[MEP Associates III, 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 General Partner III LLC](#)

(Last)	(First)	(Middle)
411 FIRST AVENUE SOUTH, SUITE 600		
(Street)		
SEATTLE	WA	98104
(City)	(State)	(Zip)

Explanation of Responses:

1. Maveron 2000, Maveron 2000-B, MEP 2000, MEP III, Maveron-Entrepreneurs' and MEP-Associates made pro rata distributions for no consideration of 1,000,000 shares of common stock of the issuer to their partners on December 12, 2014 (the "Distribution").
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"), 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. 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.
3. Shares acquired by Maveron GP in connection with the Distribution of such shares to the partners of Maveron 2000 and Maveron 2000-B.
4. Shares are owned directly by Maveron GP.
5. Maveron GP made pro rata distributions for no consideration of 6,809 shares of common stock of the issuer to its members on December 12, 2014.
6. Shares acquired by Maveron GP III in connection with the Distribution of such shares to the partners of MEP III, Maveron-Entrepreneurs' and Maveron-Associates.
7. Shares are owned directly by Maveron GP III.
8. Maveron GP III made pro rata distributions for no consideration of 2,442 shares of common stock of the issuer to its members on December 12, 2014.
9. Shares acquired by Maveron LLC in connection with the Distribution of such shares to the partners of MEP 2000 and Maveron-Associates.
10. Shares are owned directly by Maveron LLC.
11. Maveron LLC made pro rata distributions for no consideration of 8,593 shares of common stock of the issuer to its members on December 12, 2014.

Remarks:

Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the extent of such reporting persons' pecuniary interest in such securities.

/s/ Pete McCormick, as
managing member of the GP of
Maveron Equity Partners 2000,
L.P. 12/15/2014

/s/ Pete McCormick, as
managing member of the GP of
Maveron Equity Partners 2000-
B, L.P. 12/15/2014

/s/ Pete McCormick, as
managing member of the
manager of MEP 2000
Associates LLC 12/15/2014

/s/ Pete McCormick, as
managing member of the GP of
Maveron Equity Partners III,
L.P. 12/15/2014

/s/ Pete McCormick, as
managing member of the GP of
Maveron III Entrepreneurs'
Fund, L.P. 12/15/2014

/s/ Pete McCormick, as
managing member of Maveron
General Partner 2000, LLC 12/15/2014

/s/ Pete McCormick, as
managing member of Maveron,
LLC 12/15/2014

/s/ Pete McCormick, as
managing member of the GP of
MEP Associates III, L.P. 12/15/2014

/s/ Pete McCormick, as
managing member of Maveron
General Partner III LLC 12/15/2014

** 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.