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

#### Schedule 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

(* Internation 2.101.2)								
Potbelly Corporation								
(Name of Issuer)								
Common Stock Par Value \$0.01								
(Title of Class of Securities)								
73754Y100								
(CUSIP Number)								
December 31, 2014								
(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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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Maveron Equity Partners 2000, L.P. ("Maveron 2000")									
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A G	ROUP*		(a)		(b)	X	
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
	NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH	5	partner Maveron 20	OWER scept that Maveron Ge 100, may be deemed to naging member of Ma	have sole power to vo	ote these shares	s, and I	an Lev	vitan	
		6	SHARED VOTING See response to row							
2,046,400 to have so				/E POWER except that Maveron GI to dispose of these sha have sole power to disp	res, and Levitan, the n					
		8	SHARED DISPOSI See response to row							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,046,400								0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*									
11	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN R	OW 9			7	.1% <sup>1</sup>		
12	TYPE OF REPORTING PER	SON*					I	PΝ		

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

CUSIP NO.	73754Y100			13 G	Page 3 of 20					
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Maveron Equity Partners 2000-B, L.P. ("Maveron 2000-B")									
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A G	ROUP*	(a)	□ (b) ⊠				
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
	NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH	5	have sole power to	pt that Maveron GP, tl	ne general partner Maveron 2000-B, m Levitan, the managing member of Ma shares.					
		6	SHARED VOTING See response to row							
		7	to have sole power	pt that Maveron GP, tl	ne general partner of Maveron 2000-B ares, and Levitan, the managing memb pose of these shares.					
		8	SHARED DISPOS See response to row							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 63,948									
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*									
11	PERCENT OF CLASS REPR	RESENTED	BY AMOUNT IN R	OW 9		0.2% <sup>1</sup>				
12	TYPE OF REPORTING PER	SON*				PN				

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Maveron General Partner 2000 LLC									
2	CHECK THE APPROPRIAT	E BOX IF		(a)		(b)	×			
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
	NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 2,110,348 shares, of which 2,046,400 shares are directly owned by Maveron 2000 and 63,948 are directly owned by Maveron 2000-B. Maveron GP, the general partner of Maveron 2000 and Maveron 2000-B, may be deemed to have sole power to vote these shares, and Levitan, the managing member of Maveron GP, may be deemed to have sole power to vote these shares.							
		6	SHARED VOTING POWER See response to row 5.							
		7	SOLE DISPOSITIVE POWER 2,110,348 shares, of which 2,046,400 shares are directly owned by Maveron 2000 and 63,948 are directly owned by Maveron 2000-B. Maveron GP, the general partner of Maveron 2000 and Maveron 2000-B, 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 POWER See response to row 7.							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,110,348									
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*									
11	PERCENT OF CLASS REPR	RESENTED	BY AMOUNT IN ROW 9		7.	3% <sup>1</sup>				
12	TYPE OF REPORTING PERSON*									

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<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

CUSIP NO.	73754Y100			13 G		Page 5 of 20				
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) MEP 2000 Associates LLC ("MEP 2000")									
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A C	GROUP*		(a) 🗆	(b) ⊠			
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
	NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH	5		cept that Maveron these shares, and I	Levitan, t	e manager of MEP 2000, may be deen the managing member of Maveron Ll es.				
		6	SHARED VOTING See response to row							
		7		cept that Maveron ose of these shares	s, and Lev	e manager of MEP 2000, may be deer vitan, the managing member of Mave lese shares.				
		8	SHARED DISPOS See response to rov							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 285,551									
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*									
11	PERCENT OF CLASS REPR	RESENTED	BY AMOUNT IN F	ROW 9			1.0%1			
12	TYPE OF REPORTING PER	SON*					00			

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

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1		NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Maveron LLC									
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A GROUP*	(a) [		(b)	×				
3	SEC USE ONLY										
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware										
	NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 288,229 shares, of which 285,551 shares are directly owned by MEP 2000 manager of MEP 2000, may be deemed to have sole power to vote these s managing member of Maveron LLC, may be deemed to have sole power to	hares, a	and I	Levitar	ı, the				
		6	SHARED VOTING POWER See response to row 5.								
		7	SOLE DISPOSITIVE POWER 288,229 shares, of which 285,551 shares are directly owned by MEP 2000. Maveron LL manager of MEP 2000, may be deemed to have sole power to dispose of these shares, and Levitan, the managing member of Maveron LLC, may be deemed to have sole power to do of these shares.								
		8	SHARED DISPOSITIVE POWER See response to row 7.								
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 288,229										
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*										
11	PERCENT OF CLASS REPR	RESENTED	BY AMOUNT IN ROW 9		1.	0% <sup>1</sup>					
12	TYPE OF REPORTING PER	SON*			0	0					

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<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

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h-										
1	NAME OF REPORTING PEI I.R.S. IDENTIFICATION NO Maveron Equity Part	S. OF AB		TITIES ONLY)						
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A G	ROUP*	(a) 🗆	(b) 🗵				
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
	NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH	5	partner MEP III, m. ("Levitan"), Clayto	cept that Maveron Gener ay be deemed to have so n Lewis ("Lewis"), Pete	ral Partner III LLC ("Maveron GP III"), the power to vote these shares, and Dan Let McCormick ("McCormick") and Jason Seron GP III, may be deemed to have share	evitan Stoffer				
		6	SHARED VOTING See response to row							
		7	have sole power to	ept that Maveron GP II dispose of these shares,	f, the general partner of MEP III, may be and Levitan, Lewis, McCormick and Stof y be deemed to have shared power to disp	ffer, the				
		8	SHARED DISPOS See response to row							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 775,752									
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*									
11	PERCENT OF CLASS REPR	RESENTEI	D BY AMOUNT IN R	2OW 9	2	2.7% <sup>1</sup>				
12	TYPE OF REPORTING PER	SON*			F	PN				

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

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	<b>.</b>								
1	NAME OF REPORTING PEI I.R.S. IDENTIFICATION NO Maveron III Entrepre	S. OF AB	OVE PERSONS (EN nd, L.P. ("Maveron-En						
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A G	ROUP*	(a)	□ (b) ⊠			
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware								
	NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH	5	deemed to have sole	pt that Maveron GP III, power to vote these sh	the general partner Maveron-Entrepr ares, and Levitan, Lewis, McCormicl y be deemed to have shared power to	k and Stoffer, the			
6			SHARED VOTING See response to row						
		7	deemed to have sole	pt that Maveron GP III, power to dispose of th ng members of Maveror	the general partner Maveron-Entrepr ese shares, and Levitan, Lewis, McCo n GP III, may be deemed to have shar	ormick and			
		8	SHARED DISPOSI See response to row						
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 32,914								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*								
11	PERCENT OF CLASS REPR	ESENTEI	D BY AMOUNT IN R	OW 9		$0.1\%^{1}$			
12	TYPE OF REPORTING PER	SON*				PN			

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

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	<u> </u>										
1	NAME OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  MEP Associates III, L.P. ("Maveron-Associates")										
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A C	GROUP*		(a) □ (b) ⊠					
3	SEC USE ONLY										
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware										
	NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH	5	deemed to have sol	cept that Maveron GP e power to vote these	III, the general partner Maveron shares, and Levitan, Lewis, McC nay be deemed to have shared p	Cormick and Stoffer, the					
		6	SHARED VOTING See response to rov								
		7	SOLE DISPOSITIVE POWER 106,366 shares, except that Maveron GP III, the general partner Maveron- Associates, may be deemed to have sole power to dispose of these shares, and Levitan, Lewis, McCormick and Stoffer, the managing members of Maveron GP III, may be deemed to have shared power to dispose of these shares.								
		8	SHARED DISPOS See response to rov								
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 106,366										
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*										
11	PERCENT OF CLASS REPR	RESENTEL	BY AMOUNT IN F	ROW 9		0.4% <sup>1</sup>					
12	TYPE OF REPORTING PER	SON*				PN					

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

CUSIP NO.	73754Y100			13 G	Page 10 of 20					
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Maveron General Partner III LLC									
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A G	ROUP*	(a)	□ (b) ⊠				
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware									
SOLE VOTING POWER  915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates. Maveron GP III, the general partner of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, may be deemed to have sole power to vote these shares, and Levitan, McCormick and Stoffer, the managing members of Maveron GP III, may be deemed to have shared power to vote these shares.										
		6	SHARED VOTING See response to rov							
		7	SOLE DISPOSITIVE POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates. Maveron GP III, the general partner of MEP III, Maveron-Entrepreneurs' and Maveron-Associates, may be deemed to have sole power to dispose of these shares, and Levitan, Lewis, McCormick and Stoffer, the managing members of Maveron GP III, may be deemed to have shared power to dispose of these shares.							
		8	SHARED DISPOS See response to rov							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 915,032									
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*									
11	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN F	ROW 9		3.2% <sup>1</sup>				
12	TYPE OF REPORTING PER	SON*				00				

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION United States  5 SOLE VOTING POWER 2,422,045 shares, of which 2,046,400 shares are directly owned by Maveron 2000, 63,948 ard directly owned by Maveron LLC and 23,468 are directly owned by Levitan. Levit the managing member of Maveron GP, which is the general partner of Maveron 2000 and Maveron 2000-B, and managing member of Maveron DLC, which is the manager of MEP 20 and may be deemed to have sole power to vote these shares.  5 SHARED VOTING POWER 915,032 shares, of which 775,752 shares are directly owned by Maveron-Associates, and may be deemed to have shared power vote these shares.  6 SHARED VOTING POWER 915,032 shares, of which 775,752 shares are directly owned by Maveron-Associates, and may be deemed to have shared power vote these shares.  7 2,422,045 shares, of which 2,046,400 shares are directly owned by Maveron 2000, 2,678 shares are directly owned by Maveron 2000-B, 285,551 shares are directly owned by Maveron 2000, 3,948 ard directly owned by Maveron 2000-B, 285,551 shares are directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 285,551 shares are directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,953 shares are directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,953 shares are directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,953 shares are directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,953 shares are directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,953 shares are directly owned by Maveron 2000-B, 3,948 ard directly owned by Maveron 2000-B, 3,953 shares are directly owned by Maveron 2000-B, 3,953 shares are direc	CUSIP NO.	73754Y100			13 G	Page 11 of 20						
3 SEC USE ONLY  4 CITIZENSHIP OR PLACE OF ORGANIZATION United States  5 SOLE VOTING POWER 2,422,045 shares, of which 2,046,400 shares are directly owned by Maveron 2000, 63,948 ar directly owned by Maveron 2000-B, 285,551 shares are directly owned by Levitan. Levit the managing member of Maveron 2P, which is the general partner of Maveron 2000 and Maveron 2000-B, and managing member of Maveron LLC, which is the manager of MEP 2C and may be deemed to have sole power to vote these shares.  6 SHARED VOTING POWER 915,032 shares, of which 775,752 shares 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 vote these shares.  7 2,422,045 shares, of which 2,046,400 shares are directly owned by Maveron 2000, 63,948 ar directly owned by Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power vote these shares.  7 2,422,045 shares, of which 2,046,400 shares are directly owned by MeV mEP 2000, 2,678 shares are directly owned by Levitan. Levit the managing member of Maveron GP, which is the manager of MEP 2C and may be deemed to have shared power to dispose of these shares.  8 SHARED DISPOSITIVE POWER 915,032 shares, of which 775,752 shares are directly owned by MeVeron LLC, which is the manager of MEP 2C and may be deemed to have sole power to dispose of these shares.  8 SHARED DISPOSITIVE POWER 915,032 shares, of which 775,752 shares are directly owned by Maveron-Associates, and may be deemed to have shared power directly owned by Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates, and may be deemed to have shared power directly owned by Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power directly owned by Maveron-Associates, and may be deemed to have shared power directly owned by Maveron-Associates, and may be deemed to have shared power directly owned by Maveron-Associates, and	1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)										
4 CITIZENSHIP OR PLACE OF ORGANIZATION United States  5 SOLE VOTING POWER 2,422,045 shares, of which 2,046,400 shares are directly owned by Maveron 2000, 63,948 ar directly owned by Maveron 2000 and Maveron 2000-B, 285,551 shares are directly owned by Levitan. Levit the managing member of Maveron EMP III, 32,914 shares are directly owned by Maveron-Associates, and may be deemed to have sole power to vote these shares.  7 2,422,045 shares, of which 775,752 shares are directly owned by Maveron 2000, 63,948 are directly owned by Maveron-Associates, Levitan is a managing member of Maveron CLLC, which is the manager of MEP III, 32,914 shares are directly owned by Maveron-Associates, and may be deemed to have shared power vote these shares.  7 2,422,045 shares, of which 2,046,400 shares are directly owned by Maveron 2000, 63,948 are directly owned by Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates, and may be deemed to have shared power vote these shares.  8 2,422,045 shares, of which 2,046,400 shares are directly owned by Maveron 2000, 63,948 are directly owned by Maveron 2000-B, 285,551 shares are directly owned by Maveron 2000 and Maveron 2000-B, and managing member of Maveron LLC, which is the manager of MEP III and Maveron 2000-B, and managing member of Maveron LLC, which is the manager of MEP III and Maveron 2000-B, and managing member of Maveron LLC, which is the manager of MEP III and Maveron 2000-B, and managing member of Maveron LLC, which is the manager of MEP III and Maveron 2000-B, and managing member of Maveron ILC, which is the manager of MEP III and Maveron 2000-B, and managing member of Maveron ILC, which is the manager of MEP III and Maveron 2000-B, and managing member of Maveron ILC and 23,468 are directly owned by Maveron 2000-B, and managing member of Maveron ILC and 23,468 are directly owned by Maveron 2000-B, and managing member of Maveron ILC and 23,468 are directly owned by Maveron 2000-B, and managing member of Maveron 2000-B, and managing 2000-B, and managing 20	2	CHECK THE APPROPRIAT	E BOX IF A	A MEMBER OF A C	GROUP*	(a)	X					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  6  SHARED VOTING POWER 2,422,045 shares, of which 2,046,400 shares are directly owned by MEP 2000, 2,678 shares are directly owned by Maveron 2000-B, 285,551 shares are directly owned by Levitan. Levit the managing member of Maveron ELC, which is the manager of MEP 20 and may be deemed to have sole power to vote these shares.  8  SHARED VOTING POWER 915,032 shares, of which 775,752 shares are directly owned by MEP 111, 32,914 shares are directly owned by Maveron 2000-B, 285,551 shares are directly owned by Maveron 2000 and Maveron-Entrepreneurs' and Maveron Associates. Levitan is a managing member of Maveron GP. III, the general partner of MEP 1 Maveron-Entrepreneurs' and Maveron LLC and 23,468 are directly owned by MEP 200, 2,678 shares are directly owned by Maveron 2000-B, 285,551 shares are directly owned by Levitan. Levit the managing member of Maveron LLC and 23,468 are directly owned by Levitan. Levit the managing member of Maveron LLC and 23,468 are directly owned by Levitan. Levit the managing member of Maveron LLC and 23,468 are directly owned by MEP 200, 2,678 shares are directly owned by Maveron 2000-B, 285,551 shares are directly owned by Levitan. Levit the managing member of Maveron LLC and 23,468 are directly owned by MEP 2000, 2,678 shares are directly owned by Maveron 2000-B, 285,551 shares are directly owned by Levitan. Levit the managing member of Maveron LLC and 23,468 are directly owned by MEP 2000, 2,678 shares are directly owned by Maveron 2000-B, 285,551 shares are directly owned by MEP 2000, 2,678 shares are directly owned by MeVeron 2000-B, 286,551 shares are directly owned by MEP 2000, 2,678 shares are directly owned by MeVeron 2000-B, 286,551 shares are direc	3	SEC USE ONLY										
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  6  SHARED VOTING POWER 915,032 shares, of which 75,752 shares are directly owned by Maveron 2000, 2,678 shares are directly owned by Maveron-Associates, and may be deemed to have shared power to the managing member of Maveron LLC, which is the manager of MEP 20 and may be deemed to have sole power to vote these shares.  7  2,422,045 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Associates, and may be deemed to have shared power vote these shares.  8  2,422,045 shares, of which 2,046,400 shares are directly owned by Maveron-Associates. Levitan is a managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power vote these shares.  8  SHARED DISPOSITIVE POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron 2000-B, 285,551 shares are directly owned by Levitan. Levit the managing member of Maveron CP, which is the general partner of Maveron 2000 and Maveron 2000-B, and managing member of Maveron LLC, which is the manager of MEP 20 and may be deemed to have sole power to dispose of these shares.  8  SHARED DISPOSITIVE POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Associates. Levitan is a managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates, and may be deemed to have shared power directly owned by Maveron-Associates, and may be deemed to have shared power directly owned by Maveron-Associates, and may be deemed to have shared power directly owned by Maveron-Associates, and may be deemed to have shared power.	4											
WITH  6 SHARED VOTING POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates. Levitan is a managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power vote these shares.  7 2,422,045 shares, of which 2,046,400 shares are directly owned by Maveron 2000, 63,948 are directly owned by Maveron 2000-B, 285,551 shares are directly owned by MEP 2000, 2,678 shares are directly owned by Maveron LLC and 23,468 are directly owned by Levitan. Levit 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 20 and may be deemed to have sole power to dispose of these shares.  8 SHARED DISPOSITIVE POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Associates. Levitan is a managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power managing member of Maveron GP III the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power managing member of Maveron GP III the general partner of MEP I Maveron-Entrepreneu		SHARES BENEFICIALLY WNED BY EACH REPORTING	5	2,422,045 shares, of directly owned by shares are directly the managing mem Maveron 2000-B, a	of which 2,046,400 shares Maveron 2000-B, 285,555 owned by Maveron LLC ber of Maveron GP, which and managing member of	t shares are directly owned by MEP 2000, 2,67; and 23,468 are directly owned by Levitan. Lev h is the general partner of Maveron 2000 and Maveron LLC, which is the manager of MEP 2	'8 ⁄itan is					
directly owned by Maveron 2000-B, 285,551 shares are directly owned by MEP 2000, 2,678 shares are directly owned by Maveron LLC and 23,468 are directly owned by Levitan. Levit 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 20 and may be deemed to have sole power to dispose of these shares.  8 SHARED DISPOSITIVE POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates. Levitan is a managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power			6	915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 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								
915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates. Levitan is a managing member of Maveron GP III, the general partner of MEP I Maveron-Entrepreneurs' and Maveron-Associates, and may be deemed to have shared power			7	Maveron 2000-B, and managing member of Maveron LLC, which is the manager of MEP 2000,								
dispose of these shares.			8	915,032 shares, of directly owned by Associates. Levita Maveron-Entrepres	which 775,752 shares are Maveron-Entrepreneurs', n is a managing member neurs' and Maveron-Asso	and 106,366 are directly owned by Maveron- of Maveron GP III, the general partner of MEP						
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,337,077	9	REPORTING PERSON										
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	10			MOUNT IN ROW (9	))							
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  11.5% 1	11	PERCENT OF CLASS REPR	RESENTED	BY AMOUNT IN F	ROW 9	11.5% <sup>1</sup>						
12 TYPE OF REPORTING PERSON* IN	12	TYPE OF REPORTING PER	SON*			IN						

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

CUSIP NO.	73754Y100			13 G	Page 12 of 20	)				
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Clayton Lewis									
2	CHECK THE APPROPRIAT	E BOX IF	A MEMBER OF A G	ROUP*	(a)	□ (b) ⊠				
3	SEC USE ONLY									
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States									
	NUMBER OF	5	SOLE VOTING PO 381 shares	OWER						
(	NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 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 DISPOSITIV 381 shares	/E POWER						
		8	directly owned by Massociates. Lewis	which 775,752 shares a Maveron-Entrepreneur is a managing member eurs' and Maveron-As	are directly owned by MEP III, 32,914 s', and 106,366 are directly owned by of Maveron GP III, the general partn sociates, and may be deemed to have	Maveron- er of MEP III,				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 915,413									
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*									
11	PERCENT OF CLASS REPF	RESENTEL	BY AMOUNT IN R	OW 9		3.2% <sup>1</sup>				
12	TYPE OF REPORTING PERSON*									

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

CUSIP NO.	73754Y100			13 G	Page 13 of 20	
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Pete McCormick					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) ⊠					
3	SEC USE ONLY	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING PO	OWER		
		6	SHARED VOTING POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates. McCormick 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 DISPOSITIV 701 shares	/E POWER		
		8	SHARED DISPOSITIVE POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 are directly owned by Maveron-Associates. McCormick 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 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 915,733					
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  3.2% 1			3.2% <sup>1</sup>		
12	TYPE OF REPORTING PER	SON*			IN	

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

CUSIP NO.	. 73754Y100			13 G	Page 14	4 of 20	
1	NAME OF REPORTING PERSONS Jason Stoffer						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  (a) □ (b) ⊠						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING PO 0 shares	OWER			
		6	SHARED VOTING POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 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.				
		7	SOLE DISPOSITIV 0 shares	/E POWER			
		8	SHARED DISPOSITIVE POWER 915,032 shares, of which 775,752 shares are directly owned by MEP III, 32,914 shares are directly owned by Maveron-Entrepreneurs', and 106,366 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 dispose of these shares.				
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 915,032						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  3.2% <sup>1</sup>						
12	TYPE OF REPORTING PERSON*						

<sup>&</sup>lt;sup>1</sup> Based on 28,965,043 shares of Common Stock outstanding on October 31, 2014, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 5, 2014.

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This Amendment No. 1 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. 1.

#### 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, 2014.

(a) Amount beneficially owned:

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

    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.

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	<u>SIGNATURES</u>			
After reasonable inquiry and to the best of my complete and correct.	knowledge and belief, I certify that the infor	mation set forth in this statement is true,		
Date: February 13, 2015				
MAVERON EQUITY PARTNERS III, L.P.	/s/ Pete McCormick			
By Maveron General Partner III LLC, Its General Partner	Signature			
is scient rance	Pete McCormick, Managing Member			
MAVERON III ENTREPRENEURS' FUND, L.P.	/s/ Pete McCormick			
By Maveron General Partner III LLC, Its General Partner	Signature			
To other rander	Pete McCormick, Managing	Member		
MEP ASSOCIATES III, L.P.	/s/ Pete McCormick			
By Maveron General Partner III LLC, Its General Partner	Signature			
	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	Signature			
The Concrete Fundice	Pete McCormick, Attorney-Ir	n-Fact		

/s/ Pete McCormick

/s/ Pete McCormick
Signature

Pete McCormick, Attorney-In-Fact

Pete McCormick, Attorney-In-Fact

Signature

MAVERON EQUITY PARTNERS 2000-B, L.P.

MAVERON GENERAL PARTNER 2000 LLC

By Maveron General Partner 2000 LLC,

Its General Partner

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

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### EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	19
Exhibit B: Power of Attorney	20

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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.