

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
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1. Name and Address of Reporting Person* <u>KEIL SHEILA</u> (Last) (First) (Middle) <u>1360 ELM TREE ROAD</u> (Street) <u>LAKE FOREST IL 60045</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/03/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>POTBELLY CORP [PBPB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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 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)
Common Stock	937,971	D	

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				
Series A Preferred Stock	09/19/2001	(1)	Common Stock 100,000	(1)	D	
Series F Preferred Stock	12/24/2008	(2)	Common Stock 12,500	(2)	D	
Stock Options (right to buy)	(3)	09/30/2017	Common Stock 250,000	10.59	D	
Stock Options (right to buy)	(4)	02/06/2023	Common Stock 29,932	9.47	D	
Stock Options (right to buy)	(4)	01/01/2024	Common Stock 40,532	10.59	D	

Explanation of Responses:

- The Series A Preferred Stock is convertible into Potbelly Corporation ("Potbelly") common stock on a 1-to-1 basis at the option of the holder and has no expiration date. The Series A Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.
- The Series F Preferred Stock is convertible into Potbelly common stock on a 1-to-1 basis at the option of the holder and has no expiration date. The Series F Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.
- All options have vested and become exercisable upon the closing of Potbelly's initial public offering.
- All options have vested and are exercisable.

/s/Matthew J. Revord, Attorney-in-fact

10/03/2013

** 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 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.

POTBELLY CORPORATION
POWER OF ATTORNEY
EDGAR Access Codes

The undersigned, does hereby appoint each of Jennifer J. Carlson and Jessica M. Waller, her true and lawful attorney, for the sole purpose to execute in her name this Power of Attorney shall remain in full force and effect only for the sole purpose of obtaining EDGAR access codes from the Securities and Exchange Commission Section 16 Filings

APPOINTMENT of Attorney-in-Fact. Be it known to all that the undersigned, Sheila Keil, hereby constitutes and appoints each of Matthew Revord and Bahi Okupa, signifying (1) execute for and on my behalf, in my capacity as a stockholder of Potbelly Corporation, (the "Company"), Forms 3, 4, and 5 (including amendments thereto) in accordance with (2) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 and timely file such filings and (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the General Counsel, may be of benefit to, in the best interests of the Company.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to carry out the powers hereinbefore expressed, and to execute, sign, seal, deliver, file, record, register, and do all such other and lawful acts and things that may be necessary or proper to carry out the powers hereinbefore expressed.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned, or the undersigned's attorneys-in-fact. This Power of Attorney supersedes any power of attorney previously executed by the undersigned and the authority of the attorneys-in-fact named in any prior powers of attorney.

DURATION. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the undersigned's securities.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 27th day of September, 2013.

/s/Sheila Keil
Signature
Sheila Keil

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