

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>Maveron Equity Partners 2000, L.P.</u> <hr/> (Last) (First) (Middle) 411 FIRST AVENUE SOUTH, SUITE 600 <hr/> (Street) SEATTLE WA 98104 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2013	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) Form filed by One Reporting Person <input checked="" 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	374,021 ⁽¹⁾⁽²⁾	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	(3)	Common Stock 2,272,727 ⁽⁴⁾	(3)	D	
Series B Preferred Stock	09/18/2002	(5)	Common Stock 649,512 ⁽⁴⁾	(5)	D	
Series C Preferred Stock	10/08/2003	(6)	Common Stock 529,445 ⁽⁴⁾	(6)	D	
Series D Preferred Stock	03/23/2005	(7)	Common Stock 457,161 ⁽⁴⁾	(7)	D	
Series E Preferred Stock	02/13/2006	(8)	Common Stock 813,073 ⁽⁹⁾	(8)	D	
Series F Preferred Stock	12/24/2008	(10)	Common Stock 614,992 ⁽¹¹⁾	(10)	D	
Series F Preferred Stock	01/30/2009	(10)	Common Stock 100,000 ⁽¹¹⁾	(10)	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)
 (City) (State) (Zip)

(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. 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. (continued on Footnote 2)
2. 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. Each of Maveron GP, Maveron LLC and Maveron GP III disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.
3. 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.
4. Includes shares held by Maveron 2000, Maveron 2000-B and MEP 2000. See Footnotes 1 and 2.
5. The Series B 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 B Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.
6. The Series C Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0086 basis at the option of the holder and has no expiration date. The Series C Preferred Stock will automatically convert into common stock on a 1-to-1.0086 basis upon the closing of Potbelly's initial public offering.
7. The Series D Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0268 basis at the option of the holder and has no expiration date. The Series D Preferred Stock will automatically convert into common stock on a 1-to-1.0268 basis upon the closing of Potbelly's initial public offering.
8. The Series E Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0348 basis at the option of the holder and has no expiration date. The Series E Preferred Stock will automatically convert into common stock on a 1-to-1.0348 basis upon the closing of Potbelly's initial public offering.
9. Includes shares held by Maveron 2000, Maveron 2000-B, MEP 2000, MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnotes 1 and 2.
10. 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.
11. Includes shares held by MEP III, Maveron-Entrepreneurs' and Maveron-Associates. See Footnotes 1 and 2.

/s/ 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.