SEC Form 4

FORM 4

X

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
OXFORD BLACKPOINT VENTURE PARTNERS VII, LLC	POTBELLY CORP [PBPB]	Director — X — 10% Owner
(Last) (First) (Middle)		Officer (give title below) — Other (specify below)

1. Name and Address of Reporting Person	3. Date of Earliest Transaction (Month/Day/Year)
C/O VANN AVEDISIAN, POTBELLY CORPORATION	10/09/2013
222 MERCHANDISE MART PLAZA, 23RD FLOOR	
(Street)	

	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
CHICAGO IL 60654		Form filed by One Reporting Person
(City) (State) (Zip)		X — 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	10/09/2013		C		500,000	A	(1)	663,525	D[7]	
Common Stock	10/09/2013		C		142,892	A	(2)	806,417	D[7]	
Common Stock	10/09/2013		C		109,270	A	(3)	915,687	D[7]	
Common Stock	10/09/2013		C		136,239	A	(4)	1,051,926	D[7]	
Common Stock	10/09/2013		C		266,096	A	(5)	1,318,022	D[7]	
Common Stock	10/09/2013		C		82,927	A	(6)	1,400,949	D[7]	

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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Preferred Stock	$0[1]	10/09/2013		C			500,000	09/19/2001	(1)	Common Stock	500,000	$0	0	D[7]	
Series B Preferred Stock	$0[2]	10/09/2013		C			142,892	09/18/2002	(2)	Common Stock	142,892	$0	0	D[7]	
Series C Preferred Stock	$0[3]	10/09/2013		C			108,336	10/08/2003	(3)	Common Stock	109,270	$0	0	D[7]	
Series D Preferred Stock	$0[4]	10/09/2013		C			132,687	03/23/2005	(4)	Common Stock	136,239	$0	0	D[7]	
Series E Preferred Stock	$0[5]	10/09/2013		C			257,143	02/13/2006	(5)	Common Stock	266,096	$0	0	D[7]	
Series F Preferred Stock	$0[6]	10/09/2013		C			82,927	12/24/2008	(6)	Common Stock	82,927	$0	0	D[7]	

1. Name and Address of Reporting Person[*]
OXFORD BLACKPOINT VENTURE PARTNERS VII, LLC
(Last) (First) (Middle)
C/O VANN AVEDISIAN, POTBELLY CORPORATION
222 MERCHANDISE MART PLAZA, 23RD FLOOR

(Street)		
CHICAGO	IL	60654
(City)	(State)	(Zip)

1. Name and Address of Reporting Person[*]

OXFORD CAPITAL PARTNERS, INC.

(Last)	(First)	(Middle)
C/O VANN AVEDISIAN, POTBELLY CORPORATION		
222 MERCHANDISE MART PLAZA, 23RD FLOOR		

(Street)		
CHICAGO	IL	60654
(City)	(State)	(Zip)

Explanation of Responses:

1. The Series A Preferred Stock automatically converted into Potbelly Corporation ("Potbelly") common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.

2. The Series B Preferred Stock automatically converted into Potbelly common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.

3. The Series C Preferred Stock automatically converted into Potbelly common stock on a 1-to-1.0086 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.

4. The Series D Preferred Stock automatically converted into Potbelly common stock on a 1-to-1.0268 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.

5. The Series E Preferred Stock automatically converted into Potbelly common stock on a 1-to-1.0348 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.

6. The Series F Preferred Stock automatically converted into Potbelly common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering and did not have an expiration date.

7. Oxford Blackpoint Venture Partners VII, LLC ("Oxford Blackpoint") is an investment fund managed by Oxford Capital. Vann Avedisian is co-owner of Oxford Capital. Accordingly, Mr. Avedisian may be deemed to share power to vote and dispose of the securities owned directly by Oxford Blackpoint and Oxford Capital. Mr. Avedisian disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

/s/Vann Avedisian, authorized person	10/11/2013
** 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 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.