

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>WI-POTBELLY LLC</u>  (Last) (First) (Middle) 1850 SECOND STREET, SUITE 201  (Street) HIGHLAND IL 60035 PARK  (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) 10/03/2013  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	72,485 <sup>(1)</sup>	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				

1. Name and Address of Reporting Person\*  
WI-POTBELLY LLC  
 (Last) (First) (Middle)  
 1850 SECOND STREET, SUITE 201  
 (Street)  
 HIGHLAND IL 60035  
 PARK  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Winchester Partners, L.P.  
 (Last) (First) (Middle)  
 1850 SECOND STREET, SUITE 201  
 (Street)  
 HIGHLAND IL 60035  
 PARK  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Sandburg Partners  
 (Last) (First) (Middle)  
 1850 SECOND STREET, SUITE 201  
 (Street)  
 HIGHLAND IL 60035  
 PARK  
 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<u>Waveland Investments I, LLC</u>		
(Last)	(First)	(Middle)
1850 SECOND STREET, SUITE 201		
(Street)		
HIGHLAND PARK	IL	60035
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This amendment is being filed to properly place the signature of the person executing the original Form 3 on record. The holding in this line item is not new or revised but is being reported again solely to gain access to the filing system.

/s/Dennis Zaslavsky,  
authorized person

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.**