SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

| | (Amendment No)* |
|------------------|--|
| | Potbelly Corporation |
| | (Name of Issuer) |
| | Common Stock |
| | (Title of Class of Securities) |
| | 73754Y100 |
| | (CUSIP Number) |
| | December 31, 2013 |
| | (Date of Event Which Requires Filing of this Statement) |
| Check the approp | priate box to designate the rule pursuant to which this Schedule is filed: |
| | Rule 13d-1(b) |
| | Rule 13d-1(c) |
| \boxtimes | Rule 13d-1(d) |
| | 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 amendment containing information which would alter disclosures provided in a prior cover page. |
| | 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 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) |
| | Page 1 of 17 Pages Exhibit Index Contained on Page 16 |
| | |

| | _ | |
|---------------------|------|--------------|
| CUSIP NO. 73754Y100 | 13 G | Page 2 of 17 |
| | - | |

| 1 | NAME OF REPORTING PE | RSON | Benchmark Capital Partners IV, L.P. ("BCP IV") | | | | |
|---|--|-------------|---|--------------------------------|----------------------|--------------------|-------------|
| 2 | CHECK THE APPROPRIAT | TE BOX IF | A MEMBER OF A GROUP* | (a) | | (b) | \boxtimes |
| 3 | SEC USE ONLY | EC USE ONLY | | | | | |
| 4 | CITIZENSHIP OR PLACE (Delaware | OF ORGAN | IZATION | | | | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | 5 | SOLE VOTING POWER 990,041 shares, except that Benchmark Capital Management Co. IN general partner of BCP IV, may be deemed to have sole power to vo Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Ha: Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"), the member deemed to have shared power to vote these shares. | ote these shar rvey ("Harve | res, and ey"), Ro | l Bruce obert C | W. |
| | WITH | | SHARED VOTING POWER See response to row 5. | | | | |
| | | | SOLE DISPOSITIVE POWER 990,041 shares, except that BCMC IV, the general partner of BCP I power to dispose of these shares, and Dunlevie, Gurley, Harvey, Ka members of BCMC IV, may be deemed to have shared power to dis | gle and Spur | lock, tl | ne . | sole |
| | | 8 | SHARED DISPOSITIVE POWER See response to row 7. | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 990,041 | | | | | | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | |
| 11 | PERCENT OF CLASS REPI | RESENTED | BY AMOUNT IN ROW 9 | 3.4% | 6 | | |
| 12 | TYPE OF REPORTING PER | RSON | | PN | | | |

| | _, | |
|---------------------|------|--------------|
| CUSIP NO. 73754Y100 | 13 G | Page 3 of 17 |

| 1 | NAME OF REPORTING | PERSON | Benchmark Founders' Fund IV, L.P. ("BFF IV") | | | | |
|----|--|--|---|------------------------------------|------|--|---|
| 2 | CHECK THE APPROPR | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠ | | | | | × |
| 3 | SEC USE ONLY | | | | | | |
| 4 | CITIZENSHIP OR PLAC Delaware | CE OF ORG | ANIZATION | | | | |
| | NUMBER OF SHARES | 5 | SOLE VOTING POWER 283,837 shares, except that BCMC IV, the general partner of BFF IV, power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle and BCMC IV, may be deemed to have shared power to vote these shares | Spurlock, | | | |
| | BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | BY EACH 6 SHARED VOTING POWER See response to row 5. | | | | |
| | | | SOLE DISPOSITIVE POWER 283,837 shares, except that BCMC IV, the general partner of BFF IV, power to dispose of these shares, and Dunlevie, Gurley, Harvey, Kag members of BCMC IV, may be deemed to have shared power to disp | y, Harvey, Kagle and Spurlock, the | | | |
| | | 8 | SHARED DISPOSITIVE POWER See response to row 7. | | | | |
| 9 | AGGREGATE AMOUN' REPORTING PERSON | Γ BENEFIC | IALLY OWNED BY EACH | 283 | ,837 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | [| | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | % | | |
| 12 | TYPE OF REPORTING | PERSON | | PN | | | |

| | _ | |
|---------------------|------|--------------|
| CUSIP NO. 73754Y100 | 13 G | Page 4 of 17 |

| | 1 | | | | | | |
|----|---|-------------|--|-----------|--------|---------|-------------|
| 1 | NAME OF REPORTING PE | RSON | Benchmark Founders' Fund IV-A, L.P. ("BFF IV-A") | | | | |
| 2 | CHECK THE APPROPRIAT | ΓE BOX IF | A MEMBER OF A GROUP* | (a) | | (b) | \boxtimes |
| 3 | SEC USE ONLY | EC USE ONLY | | | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | | | | | | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | SOLE VOTING POWER 37,027 shares, except that BCMC IV, the general partner of BFF IV-A, r sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle an of BCMC IV, may be deemed to have shared power to vote these shares | ıd Spurle | | | |
| | | | SHARED VOTING POWER See response to row 5. | | | | |
| | | | SOLE DISPOSITIVE POWER 37,027 shares, except that BCMC IV, the general partner of BFF IV-A n sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, Ka members of BCMC IV, may be deemed to have shared power to dispose | gle and | Spurlo | ck, the | |
| | | 8 | SHARED DISPOSITIVE POWER See response to row 7. | | | | |
| 9 | AGGREGATE AMOUNT B REPORTING PERSON | ENEFICIAI | LLY OWNED BY EACH | 37,0 |)27 | | |
| 10 | 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | _ |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | 6 | | |
| 12 | TYPE OF REPORTING PER | RSON | | PN | | | |

| CUSIP NO. 73754Y100 | 13 G | Page 5 of 17 |
|---------------------|------|--------------|
| | - | |

| 1 | NAME OF REPORTING | PERSON | Benchmark Founders' Fund IV-B, L.P. ("BFF IV-B") | | | | | |
|----|--|-------------|---|------------------------------------|----|-----|---|--|
| 2 | CHECK THE APPROPRI | ATE BOX | IF A MEMBER OF A GROUP* | (a) | | (b) | X | |
| 3 | SEC USE ONLY | EC USE ONLY | | | | | | |
| 4 | CITIZENSHIP OR PLAC Delaware | E OF ORG | ANIZATION | | | | | |
| | NUMBER OF SHARES BENEFICIALLY | 5 | SOLE VOTING POWER 11,021 shares, except that BCMC IV, the general partner of BFF IV-E sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle of BCMC IV, may be deemed to have shared power to vote these shared | and Spurle | | | | |
| | OWNED BY EACH REPORTING PERSON WITH | | SHARED VOTING POWER See response to row 5. | | | | | |
| | | | SOLE DISPOSITIVE POWER 11,021 shares, except that BCMC IV, the general partner of BFF IV-E sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, members of BCMC IV, may be deemed to have shared power to dispo | y, Harvey, Kagle and Spurlock, the | | | | |
| | | 8 | SHARED DISPOSITIVE POWER See response to row 7. | | | | | |
| 9 | AGGREGATE AMOUNT REPORTING PERSON | BENEFIC | IALLY OWNED BY EACH | 11,0 | 21 | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | [| | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | 6 | | | |
| 12 | TYPE OF REPORTING P | ERSON | | PN | | | | |

| | _ | |
|---------------------|------|--------------|
| CUSIP NO. 73754Y100 | 13 G | Page 6 of 17 |

| 1 | NAME OF REPORTING | PERSON | Benchmark Founders' Fund IV-X, L.P. ("BFF IV-X") | | | | |
|---|--|---|---|-------------------------------------|----|-----|-------------|
| 2 | CHECK THE APPROPRI | ATE BOX | IF A MEMBER OF A GROUP* | (a) | | (b) | \boxtimes |
| 3 | SEC USE ONLY | C USE ONLY | | | | | |
| 4 | CITIZENSHIP OR PLAC Delaware | E OF ORG | ANIZATION | | | | |
| NUMBER OF 55,999 shares, 6 sole power to vo | | SOLE VOTING POWER 55,999 shares, except that BCMC IV, the general partner of BFF IV-2 sole power to vote these shares, and Dunlevie, Gurley, Harvey, Kagle of BCMC IV, may be deemed to have shared power to vote these sha | and Spurl | | | | |
| | OWNED BY EACH REPORTING PERSON WITH | | SHARED VOTING POWER See response to row 5. | | | | |
| | | | SOLE DISPOSITIVE POWER 55,999 shares, except that BCMC IV, the general partner of BFF IV-2 sole power to dispose of these shares, and Dunlevie, Gurley, Harvey, members of BCMC IV, may be deemed to have shared power to dispose | ey, Harvey, Kagle and Spurlock, the | | | |
| | | 8 | SHARED DISPOSITIVE POWER See response to row 7. | | | | |
| 9 | AGGREGATE AMOUNT REPORTING PERSON | BENEFIC | IALLY OWNED BY EACH | 55,9 | 99 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | [| | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | 6 | | |
| 12 | TYPE OF REPORTING P | ERSON | | PN | | | |

| | _ | |
|---------------------|----------|--------------|
| CUSIP NO. 73754Y100 | 13 G | Page 7 of 17 |
| | <u>.</u> | |

| 1 | NAME OF REPORTING P | NAME OF REPORTING PERSON Benchmark Capital Management Co. IV, L.L.C. | | | | | | | | | | |
|----|--|--|--|--|--|--|-----------------------------|--|--|--|--|--|
| 2 | CHECK THE APPROPRIA | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | | | | |
| 3 | SEC USE ONLY | SEC USE ONLY | | | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE Delaware | OF ORGA | ANIZATION | | | | | | | | | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 1,598,157 shares, of which 990,041 are directly owned by BCP IV BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are direct are directly owned by BFF IV-X and 220,232 are held in nominee associated with BCMC IV. BCMC IV, the general partner of BCP B and BFF IV-X, may be deemed to have sole power to vote these Harvey, Kagle and Spurlock, the members of BCMC IV, may be ovote these shares. | tly owned by form for the l IV, BFF IV, E shares, and I | BFF IV penefit FF IV- Dunlevi | V-B, 55, of pers A, BFF e, Gurl | ,999 ons F IV- ey, | | | | | |
| | | 6 SHARED VOTING POWER See response to row 5. | | | | | | | | | | |
| | | 7 | SOLE DISPOSITIVE POWER 1,598,157 shares, of which 990,041 are directly owned by BCP IV BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are directly owned by BFF IV-X and 220,232 are held in nominee associated with BCMC IV. BCMC IV, the general partner of BCP B and BFF IV-X, may be deemed to have sole power to dispose o Gurley, Harvey, Kagle and Spurlock, the members of BCMC IV, I power to dispose of these shares. | tly owned by form for the l IV, BFF IV, E f these shares, | BFF IV penefit FF IV- and Di | 7-B, 55, of pers A, BFF unlevie | ,999 ons F IV- | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER See response to row 7. | | | | | | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | [|] | | | | | | |
| 11 | PERCENT OF CLASS REF | PRESENTI | ED BY AMOUNT IN ROW 9 | 5.59 | 6 | | | | | | | |
| 12 | TYPE OF REPORTING PERSON OO | | | | | | | | | | | |

| CUSIP NO. | NO. 73754Y100 | | | 13 G | | | | | | | | Page 8 | of 17 |
|--|--|--|---|---|--------------------------------------|---|---|-------------------------------------|------------------------------|----------------------------|---------------------------------|----------------------|-------|
| 1 | NAME OF REPORTING PERSON Bruce W. Dunlevie | | | | | | | | | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) | | | | | | | (b) | × | | | | |
| 3 | SEC USE ONLY | | | | | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE C U.S. Citizen | OF ORGAN | IZATION | | | | | | | | | | |
| | NUMBER OF | 5 | SOLE VOTI 0 shares | NG POWER | | | | | | | | | |
| | SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH | 1,598,157 sh BFF IV, 37,0 are directly cassociated w | OTING POWE lares, of which 9 127 are directly owned by BFF I ith BCMC IV. I 'F IV-X, and Du shares. | 990,041 owned b V-X and BCMC I | oy BFF IV d 220,232 V is the g | A, 11,021 are held ir eneral part | l are direct n nominect ner of BC | ctly owner form for CP IV, BI | ed by I r the b FF IV, | BFF IV benefit BFF I | V-B, 55 t of pers IV-A, B | 5,999 sons BFF | |
| | 7 SOLE DISPOSITIVE POWER 0 shares | | | | | | | | | | | | |
| SHARED DISPOSITIVE POWER 1,598,157 shares, of which 990,041 are directly owned by BCP IV, 283,837. BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are directly owned are directly owned by BFF IV-X and 220,232 are held in nominee form for associated with BCMC IV. BCMC IV is the general partner of BCP IV, BF IV-B and BFF IV-X, and Dunlevie, a member of BCMC IV, may be deeme to dispose of these shares. | | | | | | ed by I r the b FF IV, | BFF IV benefit BFF I | V-B, 55 of pers IV-A, B | 5,999 sons BFF | | | | |

1,598,157

5.5%

IN

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

REPORTING PERSON

EXCLUDES CERTAIN SHARES

TYPE OF REPORTING PERSON

10

11

12

| CUSIP N | NO. 73754Y100 | | | 13 G | | | | | | | Page 9 | of 17 |
|---|---|----------|------------|-------------|-----|--|-------------------------------|--------------------|---------------------|--|--------|-------|
| | | | | <u> </u> | | | | | | | | |
| 1 | 1 NAME OF REPORTING PERSON J. William Gurley | | | | | | | | | | | |
| 2 | CHECK THE APPROPRIAT | E BOX IF | A MEMBER C | OF A GROUP* | | | | | (a) | | (b) | X |
| 3 | SEC USE ONLY | | | | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE OU.S. Citizen | OF ORGAN | IIZATION | | | | | | | | | |
| | 5 SOLE VOTING POWER 0 shares | | | | | | | | | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER 1,598,157 shares, of which 990,041 are directly owned by BCP IV, 283,837 BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are directly owned are directly owned by BFF IV-X and 220,232 are held in nominee form for the associated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV-B and BFF IV-X, and Gurley, a member of BCMC IV, may be deemed to vote these shares. | | | | | | y owned by orm for the PIV, BFF IV | BFF I' benefit J, BFF I | V-B, 55 of pers | ,999 sons SFF | | | |
| | | 7 | SOLE DISPO | OSITIVE POW | 'ER | | | | | | | |
| SHARED DISPOSITIVE POWER 1,598,157 shares, of which 990,041 are directly owned by BCP IV, 283,837 are directly owned BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are directly owned by BFF IV-B, 55 are directly owned by BFF IV-X and 220,232 are held in nominee form for the benefit of pers associated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV-A, B IV-B and BFF IV-X, and Gurley, a member of BCMC IV, may be deemed to have shared pow dispose of these shares. | | | | | | | 5,999 sons SFF | | | | | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,598,157 | | | | | | | | | | | | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | | | | | | | | |

12

TYPE OF REPORTING PERSON

5.5%

IN

| CUSIP NO. 73754Y100 | 13 G | Page 10 of 17 |
|---------------------|------|---------------|
| | =" | |

| 1 | NAME OF REPORTING F | NAME OF REPORTING PERSON Kevin R. Harvey | | | | | | | | | |
|---|--|--|--|--|----------------------------|-------------------------------|-------------------|--|--|--|--|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) | | | | | | | | | | |
| 3 | SEC USE ONLY | | | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE U.S. Citizen | OF ORGA | ANIZATION | | | | | | | | |
| | NAME OF STREET | 5 | SOLE VOTING POWER 0 shares | | | | | | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | | SHARED VOTING POWER 1,598,157 shares, of which 990,041 are directly owned by BCP IV, 283,837 are directly owned by BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are directly owned by BFF IV-B, 55,999 are directly owned by BFF IV-X and 220,232 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X, and Harvey, a member of BCMC IV, may be deemed to have shared power to vote these shares. | | | | | | | | |
| | | | SOLE DISPOSITIVE POWER 0 shares | | | | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER 1,598,157 shares, of which 990,041 are directly owned by BCP I BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are dire are directly owned by BFF IV-X and 220,232 are held in nomine associated with BCMC IV. BCMC IV is the general partner of B IV-B and BFF IV-X, and Harvey, a member of BCMC IV, may be to dispose of these shares. | ctly owned by e form for the CP IV, BFF IV | BFF IV penefit BFF I | V-B, 55, of pers V-A, B | ,999 ons FF | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,598,157 | | | | | | | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | | | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.5% | | | | | | | | | | |
| 12 | TYPE OF REPORTING PERSON IN | | | | | | | | | | |

| CUSIP NO. 73754Y100 | 13 G | Page 11 of 17 |
|---------------------|------|---------------|
| | • | |

| 1 | NAME OF REPORTING PERSON Robert C. Kagle | | | | | | |
|----|--|---------------------------------|---|---|----------------------------|---------------------------------|-------------------|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠ | | | | | | |
| 3 | SEC USE ONLY | | | | | | |
| 4 | 4 CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen | | | | | | |
| | | 5 | SOLE VOTING POWER 0 shares | | | | |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER 1,598,157 shares, of which 990,041 are directly owned by BCP BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are dir are directly owned by BFF IV-X and 220,232 are held in nomin associated with BCMC IV. BCMC IV is the general partner of I IV-B and BFF IV-X, and Kagle, a member of BCMC IV, may b vote these shares. | ectly owned by ee form for the BCP IV, BFF IV | BFF IV benefit BFF I | /-B, 55, of perso V-A, Bl | ,999 ons FF |
| | | SOLE DISPOSITIVE POWER 0 shares | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER 1,598,157 shares, of which 990,041 are directly owned by BCP BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are dir are directly owned by BFF IV-X and 220,232 are held in nomin associated with BCMC IV. BCMC IV is the general partner of I IV-B and BFF IV-X, and Kagle, a member of BCMC IV, may b dispose of these shares. | ectly owned by ee form for the BCP IV, BFF IV | BFF IV benefit BFF I | 7-B, 55, of perso V-A, Bl | ,999 ons FF |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,598,157 | | | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | | | |] | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.5% | | | | | | |
| 12 | TYPE OF REPORTING PERSON IN | | | | | | |

| CUSIP NO. | USIP NO. 73754Y100 | | | 13 G | | | | | | P | age 12 o | of 17 |
|---|--|---|---|---|--|--|--|---|---|----------------------------|-------------------------------|-------------------|
| | | | | | | | | | | | | |
| 1 | NAME OF REPORTING PERSON Steven M. Spurlock | | | | | | | | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) (b) | | | | | | | | \boxtimes | | | |
| 3 | SEC USE ONLY | | | | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen | | | | | | | | | | | |
| | NUMBER OF | 5 | SOLE VOTI 0 sharess | ING POWER | | | | | | | | |
| C | NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH | 6 | 1,598,157 sh BFF IV, 37,0 are directly of associated w | OTING POW nares, of which D27 are directly owned by BFF with BCMC IV FF IV-X, and S e shares. | 990,041 a y owned by IV-X and BCMC IV | y BFF IV- 220,232 a / is the gen | A, 11,021 a re held in n neral partn | are directly nominee fo er of BCP | y owned by orm for the IV, BFF IV | BFF I' benefit BFF I | V-B, 55, of pers V-A, B | ,999 ons FF |
| | | 7 | SOLE DISP | OSITIVE PO | WER | | | | | | | |
| 8 SHARED DISPOSITIVE POWER 1,598,157 shares, of which 990,041 are directly owned by BCP IV, 283,837 are directly BFF IV, 37,027 are directly owned by BFF IV-A, 11,021 are directly owned by BFF IV | | | | | | | | | | | | |

to dispose of these shares.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

REPORTING PERSON

EXCLUDES CERTAIN SHARES

TYPE OF REPORTING PERSON

9

10

11

12

are directly owned by BFF IV-X and 220,232 are held in nominee form for the benefit of persons associated with BCMC IV. BCMC IV is the general partner of BCP IV, BFF IV-A, BFF IV-B and BFF IV-X, and Spurlock, a member of BCMC IV, may be deemed to have shared power

1,598,157

5.5%

IN

CUSIP NO. 73754Y100 13 G Page 13 of 17

ITEM 1(A). NAME OF ISSUER

Potbelly Corporation

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

222 Merchandise Mart Plaza

23rd Floor

Chicago, IL 60654

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Benchmark Capital Partners IV, L.P., a Delaware limited partnership ("BCP IV"), Benchmark Founders' Fund IV, L.P., a Delaware limited partnership ("BFF IV"), Benchmark Founders' Fund IV-A, L.P., a Delaware limited partnership ("BFF IV-A"), Benchmark Founders' Fund IV-B, L.P., a Delaware limited partnership ("BFF IV-B"), Benchmark Founders' Fund IV-X, L.P., a Delaware limited partnership ("BFF IV-X"), Benchmark Capital Management Co. IV, L.L.C., a Delaware limited liability company ("BCMC IV"), and Bruce W. Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle") and Steven M. Spurlock ("Spurlock"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC IV, the general partner of BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP IV, BFF IV, BFF IV-A, BFF IV-B and BFF IV-X. Dunlevie, Gurley, Harvey, Kagle and Spurlock are members of BCMC IV and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP IV, BFF IV-A, BFF IV-B and BFF IV-X.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark Capital 2965 Woodside Road Woodside, California 94062

ITEM 2(C). <u>CITIZENSHIP</u>

BCP IV, BFF IV-A, BFF IV-B and BFF IV-X are Delaware limited partnerships. BCMC IV is a Delaware limited liability company. Dunlevie, Gurley, Harvey, Kagle and Spurlock are United States Citizens.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock CUSIP # 73754Y100

ITEM 3. <u>Not Applicable</u>.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CUSIP NO. 73754Y100 13 G Page 14 of 17

(a) <u>Amount beneficially owned</u>:

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) <u>Sole power to vote or to direct the vote</u>:

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.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP IV, BFF IV-A, BFF IV-B and BFF IV-X, and the limited liability company agreement of BCMC IV, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. <u>IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY</u>

Not applicable.

ITEM 8. <u>IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP</u>

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. <u>CERTIFICATION</u>

Not applicable.

| CUSIP NO. 73754Y100 | 13 G | Page 15 of 17 |
|---------------------|------|---------------|
| | | |

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2014

BENCHMARK CAPITAL PARTNERS IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-X, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock Managing Member

BRUCE W. DUNLEVIE
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock

Steven M. Spurlock Attorney-in-Fact*

^{*}Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

| CUSIP NO. 73754Y100 | 13 G | Page 16 of 17 |
|---------------------|--------------|---------------|
| | | |
| <u>E</u> | XHIBIT INDEX | <u>X</u> |

Found on Sequentially <u>Numbered Page</u>

Exhibit A: Agreement of Joint Filing

Exhibit

CUSIP NO. 73754Y100 13 G Page 17 of 17

EXHIBIT A

Agreement of Joint Filing

The undersigned 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 undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 12, 2014

BENCHMARK CAPITAL PARTNERS IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-A, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-B, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND IV-X, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock Managing Member

BRUCE W. DUNLEVIE
J. WILLIAM GURLEY
KEVIN R. HARVEY
ROBERT C. KAGLE
STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock

Steven M. Spurlock Attorney-in-Fact*

^{*}Signed pursuant to a Power of Attorney already on file with the appropriate agencies.