#### POTBELLY CORP

Form 4

October 11, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations See Instruction

may continue.

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**KEIL SHEILA** 

(Last)

(City)

(First)

(Middle)

(Zip)

1360 ELM TREE ROAD

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

POTBELLY CORP [PBPB]

3. Date of Earliest Transaction (Month/Day/Year)

10/09/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

**OMB APPROVAL** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Officer (give title below)

\_ Other (specify

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045

| (City)                               | (State) (                               | Zip) Table  | e I - Non-D                            | erivative Se  | curitie | s Acqu   | uired, Disposed of   | f, or Beneficiall   | ly Owned |
|--------------------------------------|---|---|--|---|---------|--|--|---|----------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |
|                                      |   |   | Code V                                 | Amount  | (D)     | Price  | (Instr. 3 and 4)   |   |          |
| Common<br>Stock                      | 10/09/2013                              |   | C                                      | 100,000   | A       | <u>(1)</u>   | 1,037,971  | D   |          |
| Common<br>Stock                      | 10/09/2013                              |   | C                                      | 12,500  | A       | <u>(2)</u>   | 1,050,471  | D   |          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: POTBELLY CORP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of orDerivative 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                  |
|---|---|--------------------------------------|---|--|---|---------|--|--------------------|---|----------------------------------|
|   |   |                                      |   | Code V                                 | (A)   | (D)     | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount or<br>Number of<br>Shares |
| Series A<br>Preferred<br>Stock                      | <u>(1)</u>  | 10/09/2013                           |   | C                                      |   | 100,000 | 09/19/2001   | <u>(1)</u>         | Common<br>Stock   | 100,000                          |
| Series F<br>Preferred<br>Stock                      | <u>(2)</u>  | 10/09/2013                           |   | C                                      |   | 12,500  | 12/24/2008   | (2)                | Common<br>Stock   | 12,500                           |

# **Reporting Owners**

| Reporting Owner Name / Address                             | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |
| KEIL SHEILA<br>1360 ELM TREE ROAD<br>LAKE FOREST, IL 60045 |               | X         |         |       |  |  |  |

## **Signatures**

/s/Bahi Okupa, Attorney-in-fact

\*\*Signature of Reporting Person Date

### **Explanation of Responses:**

- \* 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).
- (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 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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