

POTBELLY CORP
Form 4
December 16, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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

(Print or Type Responses)

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)

2. Issuer Name and Ticker or Trading Symbol
POTBELLY CORP [PBPB]

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/13/2014 | | S | (A) or (D) D | 1,500,000 (1) \$ 15.6 | 4,310,931 (1) D | |

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

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SEC 1474
(9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Maveron Equity Partners 2000, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104 | | X | | |
| Maveron Equity Partners 2000-B, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104 | | X | | |
| MEP 2000 Associates LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104 | | X | | |
| Maveron Equity Partners III, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104 | | X | | |
| Maveron III Entrepreneurs Fund, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104 | | X | | |
| Maveron General Partner 2000 LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104 | | X | | |
| Maveron LLC 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104 | | X | | |
| MEP Associates III, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104 | | X | | |
| Maveron General Partner III LLC 411 FIRST AVENUE SOUTH, SUITE 600 | | X | | |

SEATTLE, WA 98104

Signatures

| | |
|---|------------|
| /s/ Pete McCormick, as managing member of the GP of Maveron Equity Partners 2000, L.P. | 12/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Pete McCormick, as managing member of the GP of Maveron Equity Partners 2000-B, L.P. | 12/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Pete McCormick, as managing member of the manager of MEP 2000 Associates LLC | 12/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Pete McCormick, as managing member of the GP of Maveron Equity Partners III, L.P. | 12/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Pete McCormick, as managing member of the GP of Maveron III Entrepreneurs' Fund, L.P. | 12/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Pete McCormick, as managing member of Maveron General Partner 2000, LLC | 12/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Pete McCormick, as managing member of Maveron, LLC | 12/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Pete McCormick, as managing member of the GP of MEP Associates III, L.P. | 12/15/2014 |
| __Signature of Reporting Person | Date |
| /s/ Pete McCormick, as managing member of Maveron General Partner III LLC | 12/15/2014 |
| __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).
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").
(1) 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. 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.

Remarks:

Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the extent of the reporting person's ownership.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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