

KAGLE ROBERT  
Form 4  
October 11, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
**BENCHMARK CAPITAL MANAGEMENT CO IV LLC**

(Last) (First) (Middle)

2480 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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)

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	10/09/2013		C	1,000,000 A (1)	1,000,000 (2)	I	See footnote (2)
Common Stock	10/09/2013		C	404,941 A (3)	1,404,941 (2)	I	See footnote (2)
Common Stock	10/09/2013		C	149,737 A (4)	1,554,678 (2)	I	See footnote (2)
Common Stock	10/09/2013		C	18,479 A (5)	1,573,157 (2)	I	See footnote

Common Stock	10/09/2013	C	25,000	A	<u>(6)</u>	1,598,157 <u>(2)</u>	I	(2) See footnote (2)
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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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series B Preferred Stock	\$ 0 <u>(1)</u>	10/09/2013		C	1,000,000	09/18/2002 <u>(1)</u>	Common Stock 1,000,000 <u>(2)</u>
Series C Preferred Stock	\$ 0 <u>(3)</u>	10/09/2013		C	401,481	10/08/2003 <u>(3)</u>	Common Stock 404,940 <u>(2)</u>
Series D Preferred Stock	\$ 0 <u>(4)</u>	10/09/2013		C	145,833	03/23/2005 <u>(4)</u>	Common Stock 149,730 <u>(2)</u>
Series E Preferred Stock	\$ 0 <u>(5)</u>	10/09/2013		C	17,857	02/13/2006 <u>(5)</u>	Common Stock 18,479
Series F Preferred Stock	\$ 0 <u>(6)</u>	10/09/2013		C	25,000	12/29/2008 <u>(6)</u>	Common Stock 25,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

BENCHMARK CAPITAL MANAGEMENT CO IV LLC  
2480 SAND HILL ROAD  
SUITE 200

X

MENLO PARK, CA 94025	
BENCHMARK FOUNDERS FUND IV LP	
2480 SAND HILL RD. #200	X
MENLO PARK, CA 94025	
BENCHMARK FOUNDERS FUND IV A LP	
2480 SAND HILL RD. #200	X
MENLO PARK, CA 94025	
BENCHMARK FOUNDERS FUND IV-B LP	
2480 SAND HILL RD. #200	X
MENLO PARK, CA 94025	
BENCHMARK CAPITAL PARTNERS IV LP	
2480 SAND HILL RD. #200	X
MENLO PARK, CA 94025	
HARVEY KEVIN	
2480 SAND HILL ROAD	
SUITE 200	X
MENLO PARK, CA 94025	
SPURLOCK STEVEN M	
3820 SAND HILL ROAD	
SUITE 200	X
MENLO PARK, CA 94025	
GURLEY J WILLIAM	
3820 SAND HILL ROAD	
SUITE 200	X
MENLO PARK, CA 94025	
KAGLE ROBERT	
3820 SAND HILL ROAD	
SUITE 200	X
MENLO PARK, CA 94025	
DUNLEVIE BRUCE	
2480 SAND HILL ROAD	
SUITE 200	X
MENLO PARK, CA 94025	

## Signatures

/s/Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, LLC	10/11/2013
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__Signature of Reporting Person	Date
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/s/Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, LLC, the General Partner of Benchmark Capital Partners IV, L.P.	10/11/2013
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__Signature of Reporting Person	Date
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/s/Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, LLC, as the General Partner of Benchmark Founders' Fund IV, L.P.	10/11/2013
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__Signature of Reporting Person	Date
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/s/Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, LLC, as the General Partner of Benchmark Founders' Fund IV-A, L.P.	10/11/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, LLC, as the General Partner of Benchmark Founders' Fund IV-B, L.P.	10/11/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, by power of attorney for Kevin R. Harvey	10/11/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie	10/11/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, by power of attorney for J. William Gurley	10/11/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, by power of attorney for Robert C. Kagle	10/11/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock	10/11/2013
__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 B 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.  
Represents shares held by Benchmark Capital Partners IV, L.P., as nominee for Benchmark Capital Partners IV, L.P., Benchmark Founders' Fund IV, L.P., Benchmark Founders' Fund IV-A, L.P., Benchmark Founders' Fund IV-B, L.P. and related individuals (collectively, the "Benchmark Funds"). Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV") is the general partner of
  - (2) Benchmark Capital Partners IV, L.P. and BCMC IV's managing members are Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven Spurlock. These individuals may be deemed to beneficially own the shares held by the Benchmark Funds. Each of these individuals disclaims beneficial ownership of such shares except to the extent of such individuals pecuniary interest therein.
  - (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.

### Remarks:

Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C. Kagle and Steven M. Spurlock are the managing members

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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