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POTBELLY CORP

Form 3

October 03, 2013

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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 *

GALLAGHER GERALD R

(Last)

(First)

(Middle)

(Month/Day/Year)

10/03/2013

Statement

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

POTBELLY CORP [PBPB]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O POTBELLY CORPORATION, Â 222 MERCHANDISE MART PLAZA, 23RD FLOOR

(Street)

(State)

X 10% Owner _X_ Director Officer Other (give title below) (specify below)

(Check all applicable)

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

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

CHICAGO, ILÂ 60654

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(City)

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Direct (D) or Indirect

(Instr. 5)

SEC 1473 (7-02)

Common Stock Ι 184,470 See footnote (1)

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

(Zip)

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currently valid OMB control number.

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

Conversion Ownership

6. Nature of Indirect Beneficial Ownership

or Exercise Form of (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	09/18/2002	(2)	Common Stock	1,000,000	\$ (2)	I	See footnote (3)
Series C Preferred Stock	10/08/2003	(4)	Common Stock	404,941	\$ <u>(4)</u>	I	See footnote (3)
Series D Preferred Stock	03/23/2005	(5)	Common Stock	187,484	\$ <u>(5)</u>	I	See footnote (3)
Series E Preferred Stock	02/13/2006	(6)	Common Stock	382,442	\$ <u>(6)</u>	I	See footnote (3)
Series F Preferred Stock	12/24/2008	(7)	Common Stock	258,152	\$ <u>(7)</u>	I	See footnote (3)
Series F Preferred Stock	01/27/2009	(7)	Common Stock	100,000	\$ <u>(7)</u>	I	See footnote (3)

Reporting Owners

Reporting Owner Name / Address		Relationships				
1	Director	10% Owner	Officer	Other		
GALLAGHER GERALD R						
C/O POTBELLY CORPORATION	î v	ÂΧ	â	â		
222 MERCHANDISE MART PLAZA, 23RD FLOOR	АЛ	АЛ	А	A		
CHICAGO, IL 60654						

Signatures

/s/Matthew J. Revord, Attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Includes shares held by Oak Investment Partners IX, Limited Partnership ("Oak Investment"), Oak IX Affiliates Fund, Limited
- general partner of Oak Investment and Oak IX Affiliates, L.L.C. is the general partner of each of Oak IX Fund and Oak IX Fund-A. Mr. Gallagher is a managing member of Oak Associates IX, L.L.C. and Oak IX Affiliates, L.L.C. Accordingly, Mr. Gallagher may be deemed to share power to vote and dispose of shares owned directly by such entities. Mr. Gallagher disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Partnership ("Oak IX Fund") and Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Fund-A"). Oak Associates IX, L.L.C. is the

The Series B Preferred Stock is convertible into Potbelly Corporation ("Potbelly") common stock on a 1-to-1 basis at the option of the (2) holder and has no expiration date. The Series B Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.

(3) Includes shares held by Oak Investment, Oak IX Fund and Oak IX Fund-A. See Footnote 1.

(4)

Reporting Owners 2

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The Series C Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0086 basis at the option of the holder and has no expiration date. The Series C Preferred Stock will automatically convert into common stock on a 1-to-1.0086 basis upon the closing of Potbelly's initial public offering.

- The Series D Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0268 basis at the option of the holder and has no expiration date. The Series D Preferred Stock will automatically convert into common stock on a 1-to-1.0268 basis upon the closing of Potbelly's initial public offering.
- The Series E Preferred Stock is convertible into Potbelly common stock on a 1-to-1.0348 basis at the option of the holder and has no expiration date. The Series E Preferred Stock will automatically convert into common stock on a 1-to-1.0348 basis upon the closing of Potbelly's initial public offering.
- The Series F Preferred Stock is convertible into Potbelly common stock on a 1-to-1 basis at the option of the holder and has no expiration date. The Series F Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.

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.