POTBELLY CORP
Form 4
December 16, 2014

FORM 4

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

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

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).

(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)
12/12/2014

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/12/2014		J(1)		1,000,000 (2)	D	$ 0	3,310,931 (2)	D	
Common Stock	12/12/2014		J(3)		6,809	A	$ 0	6,809 (4)	D	
Common Stock	12/12/2014		J(5)		6,809	D	$ 0	0	D	
Common Stock	12/12/2014		J(6)		2,442	A	$ 0	2,442 (7)	D	
Common Stock	12/12/2014		J(8)		2,442	D	$ 0	0	D	

Common Stock	12/12/2014	J[9]	8,713	A	$ 0	11,271 [10]	D
Common Stock	12/12/2014	J[11]	8,593	D	$ 0	2,678 [10]	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)

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 Owne 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		
		X		

Maveron III Entrepreneurs Fund, L.P. 411 FIRST AVENUE SOUTH, SUITE 600 SEATTLE, WA 98104		
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 SEATTLE, WA 98104	X	

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).

(1) Maveron 2000, Maveron 2000-B, MEP 2000, MEP III, Maveron-Entrepreneurs' and MEP-Associates made pro rata distributions for no consideration of 1,000,000 shares of common stock of the issuer to their partners on December 12, 2014 (the "Distribution").

(2) 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"). Maveron General Partner 2000 LLC ("Maveron 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.

(3) Shares acquired by Maveron GP in connection with the Distribution of such shares to the partners of Maveron 2000 and Maveron 2000-B.

(4) Shares are owned directly by Maveron GP.

(5) Maveron GP made pro rata distributions for no consideration of 6,809 shares of common stock of the issuer to its members on December 12, 2014.

(6) Shares acquired by Maveron GP III in connection with the Distribution of such shares to the partners of MEP III, Maveron-Entrepreneurs' and Maveron-Associates.

(7) Shares are owned directly by Maveron GP III.

(8) Maveron GP III made pro rata distributions for no consideration of 2,442 shares of common stock of the issuer to its members on December 12, 2014.

(9) Shares acquired by Maveron LLC in connection with the Distribution of such shares to the partners of MEP 2000 and Maveron-Associates.

(10) Shares are owned directly by Maveron LLC.

(11) Maveron LLC made pro rata distributions for no consideration of 8,593 shares of common stock of the issuer to its members on December 12, 2014.

Remarks:

Each reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities except to the e

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