

POTBELLY CORP
 Form 3
 October 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 OXFORD BLACKPOINT VENTURE PARTNERS VII, LLC

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 10/03/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	163,525	D	

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

SEC 1473 (7-02)

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

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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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	09/19/2001	Â (1)	Common Stock	500,000	\$ (1)	D	Â
Series B Preferred Stock	09/18/2002	Â (2)	Common Stock	142,892	\$ (2)	D	Â
Series C Preferred Stock	10/08/2003	Â (3)	Common Stock	109,270	\$ (3)	D	Â
Series D Preferred Stock	03/23/2005	Â (4)	Common Stock	136,239	\$ (4)	D	Â
Series E Preferred Stock	02/13/2006	Â (5)	Common Stock	266,096	\$ (5)	D	Â
Series F Preferred Stock	12/24/2008	Â (6)	Common Stock	82,927	\$ (6)	D	Â
Common Stock Warrants	03/28/2012	Â (7)	Common Stock	241,704	\$ 8.16	I	By: Oxford Capital Partners, Inc. (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OXFORD BLACKPOINT VENTURE PARTNERS VII, LLC C/O VANN AVEDISIAN, POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654	Â	Â X	Â	Â
OXFORD CAPITAL PARTNERS, INC. C/O VANN AVEDISIAN, POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654	Â	Â X	Â	Â

Signatures

/s/ _____ 10/03/2013
 **Signature of _____ Date
 Reporting Person

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).

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

(2) The Series B 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 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) 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.

(4) 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.

(5) 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.

(6) 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.

(7) Oxford Capital Partners, Inc. ("Oxford Capital") may exercise the warrant at any time prior to the earliest to occur of (i) the fifth anniversary of the closing of Potbelly's initial public offering or (ii) a Liquidity Event (which term generally includes a sale of all or substantially all of Potbelly's assets or a transfer of the voting power to elect a majority of its board of directors through a sale of capital stock or the consummation of a merger or consolidation).

(8) Oxford Blackpoint Venture Partners VII, LLC ("Oxford Blackpoint") is an investment fund managed by Oxford Capital. Vann Avedisian is co-owner of Oxford Capital. Accordingly, Mr. Avedisian may be deemed to share power to vote and dispose of the securities owned directly by Oxford Blackpoint and Oxford Capital. Mr. Avedisian disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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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