

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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â BENCHMARK CAPITAL MANAGEMENT CO IV LLC			(Month/Day/Year)	POTBELLY CORP [PBPB]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2480 SAND HILL ROAD,Â SUITE 200				(Check all applicable)	
(Street)				___ Director	<input checked="" type="checkbox"/> 10% Owner
MENLO PARK,Â CAÂ 94025				___ Officer	___ Other
(City)	(State)	(Zip)		(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)	
				___ Form filed by One Reporting Person	
				<input checked="" type="checkbox"/> 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)
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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)**

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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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			Shares		or Indirect (1) (Instr. 5)	
Series B Preferred Stock	09/18/2002	Â (1)	Common Stock	1,000,000 (2) \$ (1)	I	See footnote (2)
Series C Preferred Stock	10/08/2003	Â (3)	Common Stock	404,941 (2) \$ (3)	I	See footnote (2)
Series D Preferred Stock	03/23/2005	Â (4)	Common Stock	149,737 (2) \$ (4)	I	See footnote (2)
Series E Preferred Stock	02/13/2006	Â (5)	Common Stock	18,479 (2) \$ (5)	I	See footnote (2)
Series F Preferred Stock	12/29/2008	Â (6)	Common Stock	25,000 (2) \$ (6)	I	See footnote (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENCHMARK CAPITAL MANAGEMENT CO IV LLC 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
BENCHMARK FOUNDERS FUND IV LP 2480 SAND HILL RD. #200 MENLO PARK, CA 94025	Â	Â X	Â	Â
BENCHMARK FOUNDERS FUND IV A LP 2480 SAND HILL RD. #200 MENLO PARK, CA 94025	Â	Â X	Â	Â
BENCHMARK FOUNDERS FUND IV-B LP 2480 SAND HILL RD. #200 MENLO PARK, CA 94025	Â	Â X	Â	Â
BENCHMARK CAPITAL PARTNERS IV LP 2480 SAND HILL RD. #200 MENLO PARK, CA 94025	Â	Â X	Â	Â
HARVEY KEVIN 2480 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
SPURLOCK STEVEN M 3820 SAND HILL ROAD SUITE 200 MENLO PARK, CA 94025	Â	Â X	Â	Â
GURLEY J WILLIAM 3820 SAND HILL ROAD	Â	Â X	Â	Â

SUITE 200  
 MENLO PARK, CA 94025

KAGLE ROBERT  
 3820 SAND HILL ROAD  
 SUITE 200  
 MENLO PARK, CA 94025

^ ^ X ^ ^

DUNLEVIE BRUCE  
 2480 SAND HILL ROAD  
 SUITE 200  
 MENLO PARK, CA 94025

^ ^ X ^ ^

## Signatures

/s/Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, LLC	10/03/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, as Managing Member of Benchmark Capital Management Co. IV, LLC, the General Partner of Benchmark Capital Partners IV, L.P.	10/03/2013
__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, L.P.	10/03/2013
__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-A, L.P.	10/03/2013
__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.	10/03/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, by power of attorney for Kevin R. Harvey	10/03/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie	10/03/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, by power of attorney for J. William Gurley	10/03/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock, by power of attorney for Robert C. Kagle	10/03/2013
__Signature of Reporting Person	Date
/s/Steven M. Spurlock	10/03/2013
__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).
- (1) The Series B 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 B Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.

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- 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 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.

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### Remarks:

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

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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