

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 *

Â LEWIS AYLWIN B

(Last) (First) (Middle)

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

(Street)

CHICAGO,Â ILÂ 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

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

(Check all applicable)

☒ Director ☐ 10% Owner

☒ Officer ☐ Other

(give title below) (specify below)

CEO and President

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

☒ Form filed by One Reporting
Person

☐ 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

164,141

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
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

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial
Ownership

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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)	(Instr. 5)
Series F Preferred Stock	12/24/2008	Â (1)	Common Stock	80,000	\$ (1)	D	Â
Series F Preferred Stock	07/16/2010	Â (1)	Common Stock	59,895	\$ (1)	D	Â
Stock Options (right to buy)	Â (2)	06/16/2018	Common Stock	780,000	\$ 8	D	Â
Stock Options (right to buy)	Â (2)	05/10/2021	Common Stock	286,157	\$ 7.22	D	Â
Stock Options (right to buy)	Â (3)	08/08/2023	Common Stock	227,187	\$ 10.59	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS AYLWIN B C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR CHICAGO, IL 60654	Â X	Â	Â CEO and President	Â

Signatures

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

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).

The Series F 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 F Preferred Stock will automatically convert into common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.

(2) All stock options have vested and are exercisable.

(3) The stock options will become vested in equal installments on August 8, 2014, August 8, 2015, August 8, 2016 and August 8, 2017 and vested options will be exercisable 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.