

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person <u>Avedisian Vann A</u>			2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2013		3. Issuer Name and Ticker or Trading Symbol <u>POTBELLY CORP [PBPB]</u>		
(Last) (First) (Middle) C/O POTBELLY CORPORATION 222 MERCHANDISE MART PLAZA, 23RD FLOOR			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
(Street) CHICAGO IL 60654			(City) (State) (Zip)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	330,192	I	See footnote ⁽¹⁾

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: 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	(2)	Common Stock	500,000	(2)	I	by: Oxford Blackpoint Venture Partners VII, LLC (see Footnote 1)
Series B Preferred Stock	09/18/2002	(3)	Common Stock	142,892	(3)	I	by: Oxford Blackpoint Venture Partners VII, LLC (see Footnote 1)
Series C Preferred Stock	10/08/2003	(4)	Common Stock	109,270	(4)	I	by: Oxford Blackpoint Venture Partners VII, LLC (see Footnote 1)
Series D Preferred Stock	03/23/2005	(5)	Common Stock	161,288	(5)	I	See footnote ⁽⁶⁾
Series E Preferred Stock	02/13/2006	(7)	Common Stock	280,879	(7)	I	See footnote ⁽⁸⁾
Series F Preferred Stock	12/24/2008	(9)	Common Stock	82,927	(9)	I	by: Oxford Blackpoint Venture Partners VII, LLC (see Footnote 1)
Common Stock Warrants (right to buy)	05/28/2012	(10)	Common Stock	241,704	8.16	I	by: Oxford Capital Partners, Inc. (see Footnote 1)

Explanation of Responses:

- Includes shares held by Oxford Blackpoint Venture Partners VII, LLC ("Oxford Blackpoint") and Concorde Holdings IX, LLC ("Concorde"). Oxford Blackpoint is an investment fund managed by Oxford Capital Partners, Inc. ("Oxford Capital"). Mr. Avedisian is co-owner of Oxford Capital and the sole owner of Concorde. Accordingly, Mr. Avedisian may be deemed to share power to vote and dispose of shares owned directly by such entities. Mr. Avedisian disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- 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.
- 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.
- 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.
- Includes shares held by Oxford Blackpoint and Concorde. See Footnote 1.
- 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.
- Includes shares held by Oxford Blackpoint and Concorde. See Footnote 1.
- 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.
- Oxford Capital Partners, Inc. 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).

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

** Signature of Reporting Person

10/03/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see instruction 6 for procedure.

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 Number.

APPOINTMENT of Attorney-in-Fact. Be it known to all that the undersigned, Vann Avedisian, hereby constitutes and appoints each of Matthew Revord and Bahi Okupa, siq
(1) execute for and on my behalf, in my capacity as an officer and/or director of Potbelly Corporation, (the "Company"), Forms 3, 4, and 5 (including amendments the
(2) do and perform any and all acts for and on my behalf which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 and timely file such
(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the General Counsel, may be of benefit to, in the best in
The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or
The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned, or the undersigned
This Power of Attorney supersedes any power of attorney previously executed by the undersigned and the authority of the attorneys-in-fact named in any prior powers
DURATION. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 or 5 with respect to the unde
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 20th day of September, 2013.

/s/Vann Avedisian _____
Vann Avedisian

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