

POTBELLY CORP  
Form 4  
October 11, 2013

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ASP PBSW, LLC

(Last) (First) (Middle)

C/O AMERICAN SECURITIES  
LLC, 299 PARK AVE., 34TH  
FLOOR

(Street)

NEW YORK, NY 10171

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/09/2013

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	10/09/2013		C	2,586,398	A <u>(1)</u> 2,669,659	D <u>(2)</u> <u>(3)</u>	

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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series E Preferred Stock	(4)	10/09/2013		C	2,142,858 (4)	02/13/2006	(4)	Common Stock	2,217,4 (4)
Series F Preferred Stock	(5)	10/09/2013		C	268,928 (5)	12/24/2008	(5)	Common Stock	268,92 (5)
Series F Preferred Stock	(5)	10/09/2013		C	100,000 (5)	01/29/2009	(5)	Common Stock	100,00 (5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASP PBSW, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVE., 34TH FLOOR NEW YORK, NY 10171		X		
AMERICAN SECURITIES LLC 299 PARK AVENUE 34TH FLOOR NEW YORK, NY 10171				(See Remarks below)
American Securities Partners III, L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171		X		
American Securities Partners III(B), L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171		X		
American Securities Associates III, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171		X		

## Signatures

ASP PBSW, LLC, By: /s/ Eric Schondorf, as General Counsel	10/11/2013
**Signature of Reporting Person	Date
American Securities Partners III, L.P. By: American Securities Associates III, LLC, its general partner, By: /s/ Eric Schondorf, as General Counsel	10/11/2013
**Signature of Reporting Person	Date
American Securities Partners III(B), L.P. By: American Securities Associates III, LLC, its general partner By: /s/ Eric Schondorf, as General Counsel	10/11/2013
**Signature of Reporting Person	Date
American Securities Associates III, LLC By: /s/ Eric Schondorf, as General Counsel	10/11/2013
**Signature of Reporting Person	Date
American Securities LLC By: /s/ Eric Schondorf, as General Counsel	10/11/2013
**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) Not applicable.  
The shares are directly owned by ASP PBSW, LLC and may also be deemed to be indirectly beneficially owned by: (i) American Securities Partners III, L.P. and American Securities Partners III(B), L.P. (each, a "Sponsor"), the owners of limited liability company interests in ASP PBSW, LLC, (ii) American Securities Associates III, LLC, the general partner of each Sponsor and (iii) American Securities LLC, which provides investment advisory services to each Sponsor and is manager of ASP PBSW, LLC.
- (3) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (4) The Series E Preferred Stock automatically converted into Potbelly Corporation ("Potbelly") common stock on a 1-to-1.0348 basis upon the closing of Potbelly's initial public offering.
- (5) The Series F Preferred Stock automatically converted into Potbelly common stock on a 1-to-1 basis upon the closing of Potbelly's initial public offering.

### Remarks:

See Exhibit 99.1-Joint Filer Information, incorporated herein by reference.

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.