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POTBELLY CORP Form 3/A

October 04, 2013

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

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement POTBELLY CORP [PBPB] WI-POTBELLY LLC (Month/Day/Year) 10/03/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1850 SECOND STREET, SUITE 10/03/2013 (Check all applicable) 201 (Street) 6. Individual or Joint/Group _X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person **HIGHLAND** _X_ Form filed by More than One PARK. ILÂ 60035 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â 72,485 (1) Common Stock D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

(Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Othe	
WI-POTBELLY LLC 1850 SECOND STREET, SUITE 201 HIGHLAND PARK, IL 60035	Â	ÂX	Â	Â	
Winchester Partners, L.P. 1850 SECOND STREET, SUITE 201 HIGHLAND PARK, IL 60035	Â	ÂX	Â	Â	
Sandburg Partners 1850 SECOND STREET, SUITE 201 HIGHLAND PARK, IL 60035	Â	ÂΧ	Â	Â	
Waveland Investments I, LLC 1850 SECOND STREET, SUITE 201 HIGHLAND PARK, IL 60035	Â	ÂΧ	Â	Â	
Signatures					
/s/Dennis Zaslavsky, authorized person	10/03/2013				

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

(1) This amendment is being filed to properly place the signature of the person executing the original Form 3 on record. The holding in this line item is not new or revised but is being reported again solely to gain access to the filing system.

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.

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