

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)                                  |         |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner                    | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| MENLO PARK,Â CAÂ 94025                    |         |          |                                      | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person                      |
| (City)                                    | (State) | (Zip)    |                                      |  | <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) |
|---------------------------------|---|--|---|

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 (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<br>(1)<br>(Instr. 5) |                  |
|--------------------------|------------|-------|-----------------|-------------------------|----------------------------------|------------------|
| Series B Preferred Stock | 09/18/2002 | Â (1) | Common<br>Stock | 1,000,000<br>(2) \$ (1) | I                                | See footnote (2) |
| Series C Preferred Stock | 10/08/2003 | Â (3) | Common<br>Stock | 404,941 (2) \$ (3)      | I                                | See footnote (2) |
| Series D Preferred Stock | 03/23/2005 | Â (4) | Common<br>Stock | 149,737 (2) \$ (4)      | I                                | See footnote (2) |
| Series E Preferred Stock | 02/13/2006 | Â (5) | Common<br>Stock | 18,479 (2) \$ (5)       | I                                | See footnote (2) |
| Series F Preferred Stock | 12/29/2008 | Â (6) | Common<br>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<br>2480 SAND HILL ROAD<br>SUITE 200<br>MENLO PARK, CA 94025 | Â             | Â X       | Â       | Â     |
| BENCHMARK FOUNDERS FUND IV LP<br>2480 SAND HILL RD. #200<br>MENLO PARK, CA 94025                   | Â             | Â X       | Â       | Â     |
| BENCHMARK FOUNDERS FUND IV A LP<br>2480 SAND HILL RD. #200<br>MENLO PARK, CA 94025                 | Â             | Â X       | Â       | Â     |
| BENCHMARK FOUNDERS FUND IV-B LP<br>2480 SAND HILL RD. #200<br>MENLO PARK, CA 94025                 | Â             | Â X       | Â       | Â     |
| BENCHMARK CAPITAL PARTNERS IV LP<br>2480 SAND HILL RD. #200<br>MENLO PARK, CA 94025                | Â             | Â X       | Â       | Â     |
| HARVEY KEVIN<br>2480 SAND HILL ROAD<br>SUITE 200<br>MENLO PARK, CA 94025                           | Â             | Â X       | Â       | Â     |
| SPURLOCK STEVEN M<br>3820 SAND HILL ROAD<br>SUITE 200<br>MENLO PARK, CA 94025                      | Â             | Â X       | Â       | Â     |
| GURLEY J WILLIAM<br>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. ("BMC IV") is the general partner of
- (2) Benchmark Capital Partners IV, L.P. and BMC 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.

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.