

POTBELLY CORP

Form 3/A

October 04, 2013

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 OAK INVESTMENT
PARTNERS IX L P

(Last) (First) (Middle)

3890 WELLS FARGO
CENTER,Â 90 SOUTH 7TH
STREET

(Street)

MINNEAPOLIS,Â MNÂ 55402

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/03/20133. Issuer Name **and** Ticker or Trading Symbol
POTBELLY CORP [PBPB]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)
10/03/20136. 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 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

184,470 (1) (2)

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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

OAK INVESTMENT PARTNERS IX L P
3890 WELLS FARGO CENTER
90 SOUTH 7TH STREET
MINNEAPOLIS, MN 55402

^ ^ X ^ ^

OAK IX AFFILIATES FUND LP
3890 WELLS FARGO CENTER
90 SOUTH 7TH STREET
MINNEAPOLIS, MN 55402

^ ^ X ^ ^

OAK IX AFFILIATES FUND A LP
3890 WELLS FARGO CENTER
90 SOUTH 7TH STREET
MINNEAPOLIS, MN 55402

^ ^ X ^ ^

Signatures

/s/Gerald R. Gallagher, authorized
person

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).

Includes shares held by Oak Investment Partners IX, Limited Partnership ("Oak Investment"), Oak IX Affiliates Fund, Limited Partnership ("Oak IX Fund") and Oak IX Affiliates Fund-A, Limited Partnership ("Oak IX Fund-A"). Oak Associates IX, L.L.C., as the

(1) general partner of Oak Investment, and Oak IX Affiliates, L.L.C., as the general partner of each of Oak IX Fund and Oak IX Fund-A, may be deemed to beneficially own these shares. Each of Oak Associates IX, L.L.C. and Oak IX Affiliates, L.L.C. disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein.

(2) 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.