

POTBELLY CORP
Form 4
May 13, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Avedisian Vann A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

222 MERCHANDISE MART
PLAZA, 23RD FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60654

(City) (State) (Zip)

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/12/2015		J ⁽¹⁾		175,095	D	\$ 0 (1) 602,908	See Footnote (2)
Common Stock	05/12/2015		J ⁽¹⁾		116	A	\$ 0 (1) 580	by Daughter
Common Stock	05/12/2015		J ⁽¹⁾		116	A	\$ 0 (1) 580	by Son
Common Stock	05/12/2015		J ⁽¹⁾		54,197	A	\$ 0 (1) 287,415	by VAA Trust
Common Stock							2,558	D

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Includes 525,474 shares held by Oxford BlackPoint and 77,434 shares held by 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 co-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.

- Mr. Avedisian is the trustee of the Armen G. Avedisian Trust (the "AGA Trust"). Accordingly, Mr. Avedisian may be deemed to have
- (3) the power to vote and dispose of shares owned directly by the AGA Trust. Mr. Avedisian disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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

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