

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 *
Â BENCHMARK CAPITAL
MANAGEMENT CO IV LLC

(Last) (First) (Middle)

2480 SAND HILL
ROAD,Â SUITE 200

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
10/03/2013

3. 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)

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 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)

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information contained in this form are not
required to respond unless the form displays a
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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 (I) (Instr. 5)	
Series B Preferred Stock	09/18/2002	Â (1)	Common Stock	1,000,000 (2)	\$ (1)	I	See footnote (2)
Series C Preferred Stock	10/08/2003	Â (3)	Common Stock	404,941 (2)	\$ (3)	I	See footnote (2)
Series D Preferred Stock	03/23/2005	Â (4)	Common Stock	149,737 (2)	\$ (4)	I	See footnote (2)
Series E Preferred Stock	02/13/2006	Â (5)	Common Stock	18,479 (2)	\$ (5)	I	See footnote (2)
Series F Preferred Stock	12/29/2008	Â (6)	Common 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 2480 SAND HILL ROAD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
BENCHMARK FOUNDERS FUND IV LP 2480 SAND HILL RD. #200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
BENCHMARK FOUNDERS FUND IV A LP 2480 SAND HILL RD. #200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
BENCHMARK FOUNDERS FUND IV-B LP 2480 SAND HILL RD. #200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
BENCHMARK CAPITAL PARTNERS IV LP 2480 SAND HILL RD. #200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
HARVEY KEVIN 2480 SAND HILL ROAD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
SPURLOCK STEVEN M 3820 SAND HILL ROAD SUITE 200 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
GURLEY J WILLIAM 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. ("BCMC IV") is the general partner of
- (2) Benchmark Capital Partners IV, L.P. and BCMC 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.

Â

Remarks:

BruceÂ W.Â Dunlevie,Â J.Â WilliamÂ Gurley,Â KevinÂ R.Â Harvey,Â RobertÂ C.Â KagleÂ andÂ StevenÂ M.Â Spurlock

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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