

POTBELLY CORP
Form 4
May 13, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Avedisian Vann A

(Last) (First) (Middle)

222 MERCHANDISE MART
PLAZA, 23RD FLOOR

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

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Common Stock 4,320 I by AGA Trust ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Avedisian Vann A
222 MERCHANDISE MART PLAZA
23RD FLOOR
CHICAGO, IL 60654

X X

Signatures

By: Robyn Martin For: Vann
Avedisian 05/13/2015

 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

On May 12, 2015, Oxford BlackPoint Venture Partners VII, LLC ("Oxford BlackPoint") distributed 175,095 of the shares held by it to its

(1) members without payment of any consideration, including to minor children of and a trust controlled by the reporting person as reflected on this Form 4.

(2)

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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.

- (3) Mr. Avedisian is the trustee of the Armen G. Avedisian Trust (the "AGA Trust"). Accordingly, Mr. Avedisian may be deemed to have 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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