

POTBELLY CORP
Form 3
March 09, 2016

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 Ostrowski Sherry
(Last) (First) (Middle)

111 N. CANAL,Â SUITE 850
(Street)

CHICAGO,Â ILÂ 60606
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
03/08/2016

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Senior Vice President

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Non-Qualified Stock Option (right to buy)	Â <u>(1)</u>	03/05/2023	Common Stock	20,000	\$ 9.47	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	03/05/2025	Common Stock	10,714	\$ 12.98	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	03/04/2026	Common Stock	22,516	\$ 13.73	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	10/04/2023	Common Stock	15,000	\$ 14	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	03/06/2024	Common Stock	7,185	\$ 20.53	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ostrowski Sherry 111 N. CANAL SUITE 850 CHICAGO, IL 60606	Â	Â	Â Senior Vice President	Â

Signatures

By: Robyn Martin For: Sherry Ostrowski 03/09/2016

__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 option vests in five equal annual installments beginning on the first anniversary of the Transaction Date.

(2) The option vests in four equal annual installments beginning on the first anniversary of the Transaction Date.

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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