

POTBELLY CORP
Form 3
May 11, 2015

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 Younglove-Webb Julie
(Last) (First) (Middle)

222 MERCHANDISE MART
PLAZA,Â 23RD FLOOR

(Street)

CHICAGO,Â ILÂ 60654

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
05/01/2015

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)
SVP, Operations

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)

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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)

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

(Instr. 5)

Non-Qualified Stock Option (right to buy)	Â <u>(1)</u>	07/01/2020	Common Stock	3,709	\$ 7	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	05/10/2021	Common Stock	10,000	\$ 7.22	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(1)</u>	01/07/2019	Common Stock	20,000	\$ 8	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(3)</u>	03/05/2022	Common Stock	20,000	\$ 8.16	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(4)</u>	03/05/2023	Common Stock	20,000	\$ 9.47	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(5)</u>	10/04/2023	Common Stock	25,000	\$ 14	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(6)</u>	03/06/2024	Common Stock	7,185	\$ 20.53	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Younglove-Webb Julie 222 MERCHANDISE MART PLAZA 23RD FLOOR CHICAGO, IL 60654	Â	Â	Â SVP, Operations	Â

Signatures

By: Robyn Martin For: Julie
Younglove-Webb 05/11/2015

__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) All stock options have vested and are exercisable.
- (2) The stock options were vested and exercisable as to 8,000 shares as of January 1, 2015 and become fully vested and exercisable on January 1, 2016.
- (3) The stock options were vested and exercisable as to 12,000 shares as of March 5, 2015 and become vested and exercisable in equal installments on March 5, 2016 and March 5, 2017.
- (4) The stock options were vested and exercisable as to 8,000 shares as of March 5, 2015 and become vested and exercisable in equal installments on March 5, 2016, March 5, 2017 and March 5, 2018.
- (5) The stock options were vested and exercisable as to 6,250 shares as of October 4, 2014 and become vested and exercisable in equal installments on October 4, 2015, October 4, 2016 and October 4, 2017.
- (6) The stock options were vested and exercisable as to 1,796 shares as of March 6, 2015 and become vested and exercisable in equal installments on March 6, 2016, March 6, 2017, and March 6, 2018.

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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