

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 ASP PBSW, LLC (Last) (First) (Middle) C/O AMERICAN SECURITIES LLC, Â 299 PARK AVE., 34TH FLOOR (Street) NEW YORK, Â NY Â 10171 (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) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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)
Common Stock	83,261	D <u>(1)</u> <u>(2)</u>	Â

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

SEC 1473 (7-02)

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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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Series E Preferred Stock	02/13/2006	Â (3)	Common Stock	2,217,470 (3)	\$ (3)	D (1) (2) Â
Series F Preferred Stock	12/24/2008	Â (4)	Common Stock	268,928 (4)	\$ (4)	D (1) (2) Â
Series F Preferred Stock	01/29/2009	Â (4)	Common Stock	100,000 (4)	\$ (4)	D (1) (2) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASP PBSW, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVE., 34TH FLOOR NEW YORK, NY 10171	Â	Â X	Â	Â
American Securities Partners III, L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171	Â	Â X	Â	Â
American Securities Partners III(B), L.P. C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171	Â	Â X	Â	Â
American Securities Associates III, LLC C/O AMERICAN SECURITIES LLC 299 PARK AVENUE, 34TH FLOOR NEW YORK, NY 10171	Â	Â X	Â	Â
AMERICAN SECURITIES LLC 299 PARK AVENUE 34TH FLOOR NEW YORK, NY 10171	Â	Â	Â	(See Remarks below)

Signatures

ASP PBSW, LLC, By: /s/ Eric Schondorf, as General Counsel	10/03/2013
**Signature of Reporting Person	Date
American Securities Partners III, L.P. By: American Securities Associates III, LLC, its general partner, By: /s/ Eric Schondorf, as General Counsel	10/03/2013
**Signature of Reporting Person	Date
American Securities Partners III(B), L.P. By: American Securities Associates III, LLC, its general partner By: /s/ Eric Schondorf, as General Counsel	10/03/2013

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__Signature of Reporting Person	Date
American Securities Associates III, LLC By: /s/ Eric Schondorf, as General Counsel	10/03/2013
__Signature of Reporting Person	Date
American Securities LLC By: /s/ Eric Schondorf, as General Counsel	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 shares are directly owned by ASP PBSW, LLC and may also be deemed to be indirectly beneficially owned by: (i) American Securities Partners III, L.P. and American Securities Partners III(B), L.P. (each, a "Sponsor"), the owners of limited liability company interests in ASP PBSW, LLC, (ii) American Securities Associates III, LLC, the general partner of each Sponsor and (iii) American Securities LLC, which provides investment advisory services to each Sponsor and is manager of ASP PBSW, LLC.
 - (2) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - (3) The Series E Preferred Stock is convertible into Potbelly Corporation ("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.
 - (4) 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.

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Remarks:

SeeÂ ExhibitÂ 99.1-JointÂ FilerÂ Information,Â incorporatedÂ hereinÂ byÂ reference.

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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