

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 NYÂ 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

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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)

Common Stock

83,261

D (1) (2) 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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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

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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