

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)

<p>1. Name and Address of Reporting Person *</p> <p>ASP PBSW, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O AMERICAN SECURITIES LLC, 299 PARK AVE., 34TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10171</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/03/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>POTBELLY CORP [PBPB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 (1) (2)	^

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)	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

