

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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PROCESSED

APR 11 2005 SC

THOMSON FINANCIAL

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL 3235-0076 2005 1.00 Serial DATE RECEIVED



05049938

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Potbelly Corporation (the "Issuer") Series D Convertible Preferred Stock

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Potbelly Corporation

Address of Executive Offices (Number and Street, City, State, ZIP Code) 222 Merchandise Mart Plaza, Suite 2300, Chicago, Illinois 60654

Telephone Number (Including Area Code) (312) 951-0600

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, ZIP Code) same as above

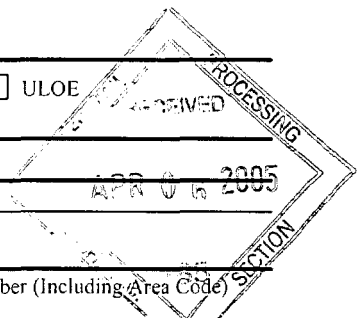
Telephone Number (Including Area Code) same as above

Brief Description of Business Quick service sandwich restaurants.

Type of Business Organization

corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 06 Year 01 Actual Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction) DE



GENERAL INSTRUCTIONS

Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Information Required: A new filing must contain all information requested. Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless form displays a currently valid OMB number.

Handwritten signature

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;*
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Keil, Bryant L.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Potbelly Corporation, 222 Merchandise Mart Plaza, Suite 2300, Chicago, Illinois 60654

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Eppley, Lawrence C.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Potbelly Corporation, 222 Merchandise Mart Plaza, Suite 2300, Chicago, Illinois 60654

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Segal, Carl

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Potbelly Corporation, 222 Merchandise Mart Plaza, Suite 2300, Chicago, Illinois 60654

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Morlock, John

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Potbelly Corporation, 222 Merchandise Mart Plaza, Suite 2300, Chicago, Illinois 60654

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Jed, Tom

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Potbelly Corporation, 222 Merchandise Mart Plaza, Suite 2300, Chicago, Illinois 60654

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Selby, David

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Potbelly Corporation, 222 Merchandise Mart Plaza, Suite 2300, Chicago, Illinois 60654

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Clark, John

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Potbelly Corporation, 222 Merchandise Mart Plaza, Suite 2300, Chicago, Illinois 60654

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

*There are no promoters of this offering.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Sanders, Arthur

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Potbelly Corporation, 222 Merchandise Mart Plaza, Suite 2300, Chicago, Illinois 60654

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Benchmark Capital Partners IV, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

2480 Sandhill Road, Suite 200, Menlo Park, CA 94025

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Maveron Equity Partners 2000, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

505 Fifth Avenue South, Suite 600, Seattle, Washington 98104

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Oak Investment Partners IX, Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)

90 So. Seventh Street, Suite 4550, Minneapolis, Minnesota 55402

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Oxford Blackpoint Venture Partners VII, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

222 Merchandise Mart Plaza, Suite 2300, Chicago, IL 60654

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

WI-Potbelly, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

227 West Monroe Street, Suite 4800, Chicago, Illinois 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Avedisian, Vann

Business or Residence Address (Number and Street, City, State, Zip Code)

350 West Hubbard, Suite 450, Chicago, Illinois 60610

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jannotta, Edgar D., Sr.

Business or Residence Address (Number and Street, City, State, Zip Code)

222 West Adams Street, Chicago, Illinois 60606

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Levitan, Dan

Business or Residence Address (Number and Street, City, State, Zip Code)

505 Fifth Avenue South, Suite 600, Seattle, Washington 98104

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Schultz, Howard

Business or Residence Address (Number and Street, City, State, Zip Code)

505 Fifth Avenue South, Suite 600, Seattle, Washington 98104

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? YES NO
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$0*
*There is no applicable minimum investment. However, each investment is accepted at the discretion of the Issuer.
3. Does the offering permit joint ownership of a single unit? YES NO
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Not applicable

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$15,000,000	\$15,000,000
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$0
Other (Specify _____)	\$0	\$0
Total	\$15,000,000	\$15,000,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	27	\$15,000,000
Non-accredited investors	0	\$0
Total (for filings under Rule 504 only)	N/A	N/A

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	N/A
Regulation A	N/A	N/A
Rule 504	N/A	N/A
Total	N/A	N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$0
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$100
Legal Fees	<input checked="" type="checkbox"/>	\$50,000
Accounting Fees	<input checked="" type="checkbox"/>	\$0
Engineering Fees	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$0
Other Expenses (identify) <u>Filing Fees</u>	<input checked="" type="checkbox"/>	\$4,900
Total	<input checked="" type="checkbox"/>	\$55,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceed proceeds to the issuer."

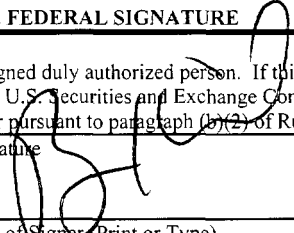
\$14,945,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$14,945,000
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$14,945,000
	<input checked="" type="checkbox"/> \$14,945,000	
Salaries and fees	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Purchase of real estate	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Repayment of indebtedness	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
Working capital	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$14,945,000
Other (specify):	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$0
.....	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$14,945,000
Column Totals	<input checked="" type="checkbox"/> \$0	<input checked="" type="checkbox"/> \$14,945,000
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$14,945,000	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Potbelly Corporation		4/04/05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Bryant L. Keil	Chief Executive Officer of the Issuer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).