

POTBELLY CORP
Form SC 13G/A
February 12, 2016
SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No.2)*

Potbelly
Corporation
(Name of
Issuer)

Common Stock
Par Value \$0.01
(Title of Class
of Securities)

73754Y100
(CUSIP
Number)

December 31,
2015
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is
filed:

.. Rule 13d-1(b)

Rule 13d-1(c)
 Rule 13d-1 (d)

(Page 1 of 16
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME OF REPORTING PERSON
1	Oak Investment Partners IX, Limited Partnership
	06-1556218
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0 Shares of Common Stock
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock
7	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
8	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock
9	AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

0 Shares of Common
Stock

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

0%
TYPE OF
REPORTING
PERSON

12

PN

	NAME OF REPORTING PERSON
1	Oak Associates IX, LLC
	06-1556230
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	0 Shares of Common Stock SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock SOLE DISPOSITIVE POWER
7	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
8	
	0 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

0 Shares of Common
Stock

CHECK BOX
IF THE
AGGREGATE

10

AMOUNT IN ..
ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW
(9)

0%

TYPE OF

REPORTING

12

PERSON

OO-LLC

	NAME OF REPORTING PERSON
1	Oak IX Affiliates Fund, Limited Partnership
	06-1556229
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0 Shares of Common Stock
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock
7	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
8	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock
9	AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

0 Shares of Common
Stock

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

0%
TYPE OF
REPORTING
PERSON

12

PN

	NAME OF REPORTING PERSON
1	Oak IX Affiliates, LLC
	06-1556233
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	0 Shares of Common Stock SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock SOLE DISPOSITIVE POWER
7	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
8	
	0 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

0 Shares of Common
Stock

CHECK BOX
IF THE
AGGREGATE

10

AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES

PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

0%

TYPE OF
REPORTING
PERSON

12

OO-LLC

	NAME OF REPORTING PERSON
1	Oak IX Affiliates Fund - A, Limited Partnership
	06-1571899
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
5	SOLE VOTING POWER
	0 Shares of Common Stock
6	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock
7	SOLE DISPOSITIVE POWER
	0 Shares of Common Stock
8	SHARED DISPOSITIVE POWER
	0 Shares of Common Stock
9	AGGREGATE AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

0 Shares of Common
Stock

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)

10

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

0%
TYPE OF
REPORTING
PERSON

12

PN

	NAME OF REPORTING PERSON
1	Oak Management Corporation
	06-0990851
	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
2	
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
	SOLE VOTING POWER
5	
	0 Shares of Common Stock SHARED VOTING POWER
6	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	0 Shares of Common Stock SOLE DISPOSITIVE POWER
7	
	0 Shares of Common Stock SHARED DISPOSITIVE POWER
8	
	0 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY

OWNED BY EACH
REPORTING
PERSON

0 Shares of Common
Stock

CHECK BOX
IF THE
AGGREGATE

10

AMOUNT IN ..
ROW (9)

EXCLUDES
CERTAIN
SHARES

PERCENT OF
CLASS

11

REPRESENTED BY
AMOUNT IN ROW
(9)

0%

TYPE OF
REPORTING
PERSON

12

CO

1	NAME OF REPORTING PERSON
	Bandel L. Carano
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
6	0 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7	0 Shares of Common Stock SOLE DISPOSITIVE POWER
8	0 Shares of Common Stock SHARED DISPOSITIVE POWER
9	0 Shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0 Shares of Common
Stock
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 0%
TYPE OF
REPORTING
PERSON

IN

1	NAME OF REPORTING PERSON
2	Edward F. Glassmeyer CHECK THE APPROPRIATE BOX IF A MEMBER (b) <input checked="" type="checkbox"/>
3	OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States SOLE VOTING POWER
5	3,539 Shares of Common Stock SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	0 Shares of Common Stock SOLE DISPOSITIVE POWER
8	3,539 Shares of Common Stock SHARED DISPOSITIVE POWER
9	0 Shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,539 Shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
10 ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
11 AMOUNT IN ROW
(9)

0.01%
TYPE OF
REPORTING
12 PERSON

IN

1	NAME OF REPORTING PERSON
2	Fredric W. Harman CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States
5	SOLE VOTING POWER
6	4,785 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	
7	0 Shares of Common Stock SOLE DISPOSITIVE POWER
8	4,785 Shares of Common Stock SHARED DISPOSITIVE POWER
9	0 Shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 4,785 Shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.02%
TYPE OF
REPORTING
PERSON

IN

1	NAME OF REPORTING PERSON
	Ann H. Lamont
2	CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
5	SOLE VOTING POWER
6	4,644 Shares of Common Stock SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7
	0 Shares of Common Stock SOLE DISPOSITIVE POWER
8	4,644 Shares of Common Stock SHARED DISPOSITIVE POWER
9	0 Shares of Common Stock
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 4,644 Shares of
Common Stock
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.02%
TYPE OF
REPORTING
PERSON

IN

Item 1(a). NAME OF ISSUER

Potbelly Corporation

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

111 N. Canal Street, Suite 850
Chicago, Illinois 60606

Item 2(a). NAME OF PERSON FILING

Oak Investment Partners IX Limited Partnership ("Oak IX")
Oak Associates IX, LLC
Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates")
Oak IX Affiliates, LLC
Oak IX Affiliates Fund – A, Limited Partnership ("Oak IX Affiliates – A")
Oak Management Corporation ("Oak Management")
Bandel L. Carano
Edward F. Glassmeyer
Frederic W. Harman
Ann H. Lamont

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

c/o Oak Management Corporation
901 Main Avenue, Suite 600
Norwalk, CT 06851

Item 2(c). CITIZENSHIP

Please refer to Item 4 on each cover sheet for each filing person.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.01 per share

Item 2(e). CUSIP NUMBER

73754Y100

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. OWNERSHIP

The information in Items 1 and 5 through 11 on the cover pages of this Schedule 13G is hereby incorporated by reference.

Oak Associates IX, LLC is the general partner of Oak IX; and Oak IX Affiliates, LLC is the general partner of both Oak IX Affiliates and Oak IX Affiliates - A. Oak Management is the manager of each of Oak IX, Oak IX Affiliates, and Oak IX Affiliates - A. Bandel L. Carano, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates IX, LLC and Oak IX Affiliates, LLC, and, as such, may be deemed to have possessed shared beneficial ownership of the shares of common stock held by such entities.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following -[X].

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

By signing below, each of the undersigned certifies that, to the best of his or its individual knowledge and belief, the securities referred to above were (i) not acquired and held for the purpose, or with the effect, of changing or influencing the control of the issuer of the securities and (ii) not acquired and held in connection with, or as a participant in, any transaction having that purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 12, 2016

Entities:

Oak Investment Partners IX, Limited Partnership

Oak Associates IX, LLC

Oak IX Affiliates Fund, Limited Partnership

Oak IX Affiliates, LLC

Oak IX Affiliates Fund – A, Limited Partnership

Oak Management Corporation

/s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer

Title: General Partner or Managing Member or attorney-in-fact for the above-listed entities

Individuals:

Bandel L. Carano

Edward F. Glassmeyer

Fredric W. Harman

Ann H. Lamont

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer, individually and as attorney-in-fact for the above-listed individuals

INDEX TO EXHIBITS

EXHIBIT A - Joint Filing Agreement (previously filed)

EXHIBIT B - Power of Attorney (previously filed)