

POTBELLY CORP  
Form SC 13G/A  
February 13, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)**

**POTBELLY CORPORATION**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**73754Y100**

**(CUSIP Number)**

**December 31, 2016**

**(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)

- \* 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).

CUSIP NO. 73754Y100

SCHEDULE 13G

1. NAMES OF REPORTING PERSONS

Stephens Investment Management Group, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Arkansas

5. SOLE VOTING POWER

Number of

Shares 0

6. SHARED VOTING POWER

Beneficially

Owned by 326,207

Each 7. SOLE DISPOSITIVE POWER

Reporting

Person 655,649

8. SHARED DISPOSITIVE POWER

With:

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

655,649

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6%

12. TYPE OF REPORTING PERSON

IA

CUSIP NO. 73754Y100

SCHEDULE 13G

1. NAMES OF REPORTING PERSONS

Stephens Investments Holdings LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Arkansas

5. SOLE VOTING POWER

Number of

Shares 0

6. SHARED VOTING POWER

Beneficially

Owned by 326,207

Each 7. SOLE DISPOSITIVE POWER

Reporting

Person 655,649

8. SHARED DISPOSITIVE POWER

With:

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

655,649

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.6%

12. TYPE OF REPORTING PERSON

HC

CUSIP NO. 73754Y100

SCHEDULE 13G

1. NAMES OF REPORTING PERSONS

Stephens Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Arkansas

5. SOLE VOTING POWER

Number of

Shares 0

6. SHARED VOTING POWER

Beneficially

Owned by 15,000

Each 7. SOLE DISPOSITIVE POWER

Reporting

Person 15,097

8. SHARED DISPOSITIVE POWER

With:

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,097

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12. TYPE OF REPORTING PERSON

IA, BD



CUSIP NO. 73754Y100

SCHEDULE 13G

1. NAMES OF REPORTING PERSONS

Warren A. Stephens

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5. SOLE VOTING POWER

Number of

Shares 0

6. SHARED VOTING POWER

Beneficially

Owned by 341,207

Each 7. SOLE DISPOSITIVE POWER

Reporting

Person 670,746

8. SHARED DISPOSITIVE POWER

With:

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

670,746

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

*2.7%*

12. TYPE OF REPORTING PERSON

IN, HC

CUSIP NO. 73754Y100

**Item 1.**

(a) Name of Issuer: Potbelly Corporation

(b) Address of Issuer's Principal Executive Offices:  
111 N. Canal Street, Suite 850, Chicago, Illinois 60606

**Item 2.**

(a) Name of Person Filing:

(1) Stephens Investment Management Group, LLC

(2) Stephens Investments Holdings LLC

(3) Stephens Inc.

(4) Warren A. Stephens

(b) Address of Principal Business Office or, if none, Residence  
(1) through (4)

111 Center Street, Little Rock, Arkansas 72201

(c) Citizenship:

(1) and (2) Arkansas limited liability company

(3) Arkansas corporation

(4) United States of America

(d) Title of Class of Securities: Common Stock, par value \$0.01 per share (the Common Stock )

(e) CUSIP Number: 73754Y100

**Item 3.** Stephens Investment Management Group, LLC and Stephens Inc. are investment advisers in accordance with Rule 13d-1(b)(1)(ii)(E). Stephens Inc. is also a broker or dealer registered under Section 15 of the Act. Stephens Investments Holdings LLC and Warren A. Stephens are a parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).

**Item 4. Ownership.** Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

See Items 5 - 11 on cover pages 2, 3, 4, and 5 of this schedule.

**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 five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Various persons other than the reporting persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, certain shares of the Common Stock reported on this schedule. None of such interests relate to more than five percent of the Common Stock.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

See attached Exhibit A.

**Item 8. Identification and Classification of Members of the Group**

N/A

**Item 9. Notice of Dissolution of Group**

N/A

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2017  
Date

Stephens Investment Management Group, LLC

By: /s/ David Prince  
David Prince  
General Counsel

Stephens Inc.

By: /s/ Warren A. Stephens  
Warren A. Stephens  
President

Stephens Investments Holdings LLC

By: /s/ Warren A. Stephens  
Warren A. Stephens  
President and Manager

/s/ Warren A. Stephens  
Warren A. Stephens