

MINDBODY, Inc.
Form 4
June 24, 2015

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Donohue William Brian

(Last) (First) (Middle)

4051 BROAD STREET, SUITE 220

(Street)

SAN LUIS OBISPO, CA 93401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MINDBODY, Inc. [MB]

3. Date of Earliest Transaction
(Month/Day/Year)

06/24/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Chief Information Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
---------------------------------------	------------------------------	---	---	------------------------	---	--	--

Edgar Filing: MINDBODY, Inc. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015	J		25,000	<u>(1)</u>	11/15/2021	Common Stock <u>(2)</u>	25,000
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015	J	25,000		<u>(1)</u>	11/15/2021	Class B Common Stock <u>(2)</u> <u>(3)</u>	25,000
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015	J		14,750	<u>(4)</u>	06/23/2023	Common Stock <u>(2)</u>	14,750
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015	J	14,750		<u>(4)</u>	06/23/2023	Class B Common Stock <u>(2)</u> <u>(3)</u>	14,750
Employee Stock Option (right to buy)	\$ 11.52	06/24/2015	J		12,500	<u>(5)</u>	02/06/2024	Common Stock <u>(2)</u>	12,500
Employee Stock Option (right to buy)	\$ 11.52	06/24/2015	J	12,500		<u>(5)</u>	02/06/2024	Class B Common Stock <u>(2)</u> <u>(3)</u>	12,500
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015	J		50,000	<u>(6)</u>	05/14/2024	Common Stock <u>(2)</u>	50,000
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015	J	50,000		<u>(6)</u>	05/14/2024	Class B Common Stock <u>(2)</u> <u>(3)</u>	50,000

Employee Stock Option (right to buy)	\$ 14.476	06/24/2015	J	25,000	<u>(7)</u>	02/05/2025	Common Stock <u>(2)</u>	25,000
Employee Stock Option (right to buy)	\$ 14.476	06/24/2015	J	25,000	<u>(7)</u>	02/05/2025	Class B Common Stock <u>(2)</u> <u>(3)</u>	25,000
Employee Stock Option (right to buy)	\$ 14.496	06/24/2015	J	25,000	<u>(8)</u>	05/22/2025	Common Stock <u>(2)</u>	25,000
Employee Stock Option (right to buy)	\$ 14.496	06/24/2015	J	25,000	<u>(8)</u>	05/22/2025	Class B Common Stock <u>(2)</u> <u>(3)</u>	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donohue William Brian 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401			Chief Information Officer	

Signatures

/s/ Kimberly G. Lytikainen,
Attorney-in-Fact

06/24/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) 25% of the shares subject to the option vested on November 15, 2012, and 2.0833% of the shares vest monthly thereafter.
- (2) Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (3) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
- (4) 25% of the shares subject to the option vested on June 27, 2014, and 2.0833% of the shares vest monthly thereafter.
- (5) 1/48 of the shares subject to the option vested on February 1, 2014, and 1/48 of the shares vest monthly thereafter.

Edgar Filing: MINDBODY, Inc. - Form 4

- (6) 1/48 of the shares subject to the option vested on June 14, 2014, and 1/48 of the shares vest monthly thereafter.
- (7) 1/48 of the shares subject to the option vested on March 5, 2015, and 1/48 of the shares vest monthly thereafter.
- (8) 1/48 of the shares subject to the option vest on June 22, 2015, and 1/48 of the shares vest monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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