

MINDBODY, Inc.
Form 4
August 10, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Catalyst Investors II LP

(Last) (First) (Middle)

711 FIFTH AVENUE, SUITE 600

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MINDBODY, Inc. [MB]

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

08/08/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Former 10% Owner

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
Class A Common Stock	08/08/2016		J ⁽¹⁾	500,000 (2)	D \$ 0 3,053,715	I	See footnote (3) (4)
Class A Common Stock	08/08/2016		J ⁽⁵⁾	65,029 A	\$ 0 65,029	I	See footnote (3) (6)
Class A Common Stock	08/08/2016		J ⁽⁷⁾	65,029 D	\$ 0 0	I	See footnote (3) (6)
Class A Common	08/08/2016		J ⁽⁸⁾	56 A	\$ 0 56	I	See footnote

Stock								(3) (9)
Class A								See
Common	08/08/2016	J ⁽¹⁰⁾	56	D	\$ 0	0	I	footnote
Stock								(3)

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Catalyst Investors II LP 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022	Former 10% Owner
CATALYST INVESTORS PARTNERS II, L.P. 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022	Former 10% Owner
Catalyst Investors Partners, L.L.C. 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022	Former 10% Owner
Catalyst Investors QP II LP 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022	Former 10% Owner

Signatures

/s/ Catalyst Investors II, L.P., by Catalyst Investors Partners II, L.P., its general partner, by Catalyst Investors Partners, L.L.C., its general partner, by Brian Rich, Member and Advisor	08/10/2016
_____ **Signature of Reporting Person	Date
/s/ Catalyst Investors Partners II, L.P., by Catalyst Investors Partners, L.L.C., its general partner, by Brian Rich, Member and Advisor	08/10/2016
_____ **Signature of Reporting Person	Date
/s/ Catalyst Investors Partners, L.L.C., by Brian Rich, Member and Advisor	08/10/2016
_____ **Signature of Reporting Person	Date
/s/ Catalyst Investors QP II, L.P., by Catalyst Investors Partners II, L.P., its general partner, by Catalyst Investors Partners, L.L.C., its general partner, by Brian Rich, Member and Advisor	08/10/2016
_____ **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) Effective August 8, 2016, CI II and CIQP II distributed in-kind, on a pro rata basis without consideration, a total of 500,000 shares of Class A Common Stock to their respective limited partners and CIP II.
- (2) 88,167 of these shares are being distributed by CI II, and 411,833 of these shares are being distributed by CIQP II.
- (3) Catalyst Investors Partners II, L.P. ("CIP II") is the general partner of Catalyst Investors II, L.P. ("CI II") and Catalyst Investors QP II, L.P. ("CIQP II"). Catalyst Investors Partners, L.L.C. ("CIP LLC") is the general partner of CIP II. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its respective pecuniary interest therein.
- (4) 538,490 of these shares are held by CI II and 2,515,225 of these shares are held by CIQP II.
- (5) Represents shares received by CIP II in the distributions described in footnote (1).
- (6) Shares held by CIP II.
- (7) Effective August 8, 2016, CIP II distributed in-kind on a pro rata basis without consideration, a total of 65,029 shares of Class A Common Stock to CIP LLC and its limited partners.
- (8) Represents shares received by CIP LLC in the distribution described in footnote (7).
- (9) Shares held by CIP LLC.
- (10) Effective August 8, 2016, CIP LLC distributed in-kind on a pro rata basis without consideration, a total of 56 shares of Class A Common Stock to its members.

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.