

MINDBODY, Inc.
Form 4
November 10, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Levine Jeremy S.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MINDBODY, Inc. [MB]

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2016

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 below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | | | | |
| Class A Common Stock | 11/08/2016 | | C ⁽¹⁾ | | 0 ⁽²⁾ | A | \$ 0 ⁽¹⁾ | 0 ⁽²⁾ | I | See Footnotes ⁽³⁾ ⁽⁴⁾ |
| Class A Common Stock | 11/08/2016 | | S | | 0 ⁽²⁾ | D | \$ 0 ⁽²⁾ | 66,084 ⁽⁵⁾ | D ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ | |
| Class A Common Stock | 11/09/2016 | | C ⁽¹⁾ | | 0 ⁽⁶⁾ | A | \$ 0 ⁽¹⁾ | 0 ⁽⁶⁾ | I | See Footnotes ⁽⁴⁾ ⁽⁷⁾ |
| Class A Common Stock | 11/09/2016 | | S | | 0 ⁽⁶⁾ | D | \$ 0 | 66,084 ⁽⁵⁾ | D ⁽⁴⁾ ⁽⁵⁾ ⁽⁷⁾ | |

| | | | | | | | | | |
|----------------------|------------|--|------------------|------------------|---|---------------------|-----------------------|--------------------------|-----------------------|
| Common Stock | | | | | | | | | (6) |
| Class A Common Stock | 11/10/2016 | | C ⁽¹⁾ | 0 ⁽⁸⁾ | A | \$ 0 ⁽¹⁾ | 0 ⁽⁸⁾ | I | See Footnotes (4) (9) |
| Class A Common Stock | 11/10/2016 | | S | 0 ⁽⁸⁾ | D | \$ 0 ⁽⁸⁾ | 66,084 ⁽⁵⁾ | D ^{(4) (5) (9)} | |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Common Stock | (1) | 11/08/2016 | | C | 0 ⁽²⁾ | (1) (1) | Class A Common Stock | 0 ⁽²⁾ | \$ 0 ⁽¹⁾ | |
| Class B Common Stock | (1) | 11/09/2016 | | C | 0 ⁽⁶⁾ | (1) (1) | Class A Common Stock | 0 ⁽⁶⁾ | \$ 0 ⁽¹⁾ | |
| Class B Common Stock | (1) | 11/10/2016 | | C | 0 ⁽⁸⁾ | (1) (1) | Class A Common Stock | 0 ⁽⁸⁾ | \$ 0 ⁽¹⁾ | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Levine Jeremy S.
 C/O BESSEMER VENTURE PARTNERS X
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

Signatures

/s/ Jeremy
 Levine 11/10/2016

**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) 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.
 On November 8, 2016, Bessemer Venture Partners VII L.P. ("BVP VII") sold 768,000 shares of Class A Common Stock, Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst") sold 336,000 shares of Class A Common Stock, and BVP VII Special Opportunity Fund L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds") sold 1,296,000 shares of Class A Common Stock at a sale price of \$20.00.
- (2) After the reported transaction, BVP VII owned 334,984 shares of Class B Common Stock, BVP VII Inst owned 146,554 shares of Class B Common Stock, and BVP VII SOF owned 565,285 shares of Class B Common Stock.
 Mr. Levine is a director of Deer VII & Co. Ltd. ("Deer VII Ltd"), the general partner of Deer VII & Co. L.P. ("Deer VII LP"), the general partner of each of the Funds. Mr. Levine disclaims beneficial ownership of the securities sold by the Funds, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer VII Ltd, his interest in Deer VII LP, and his indirect limited partnership interest in the Funds.
- (3) Includes 13,333 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock upon settlement.
- (4) On November 9, 2016, BVP VII sold 12,407 shares of Class A Common Stock, BVP VII Inst sold 5,428 shares of Class A Common Stock, and BVP VII SOF sold 20,397 shares of Class A Common Stock at a sale price of \$20.15.
- (5) After the reported transaction, BVP VII owned 322,577 shares of Class B Common Stock, BVP VII Inst owned 141,126 shares of Class B Common Stock, and BVP VII SOF owned 544,888 shares of Class B Common Stock.
- (6) On November 10, 2016, BVP VII sold 3,236 shares of Class A Common Stock, BVP VII Inst sold 1,416 shares of Class A Common Stock, and BVP VII SOF sold 5,462 shares of Class A Common Stock at a sale price of \$20.12.
- (7) After the reported transaction, BVP VII owned 319,341 shares of Class B Common Stock, BVP VII Inst owned 139,710 shares of Class B Common Stock, and BVP VII SOF owned 539,426 shares of Class B Common Stock.

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.