

MINDBODY, Inc.
Form 3
June 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Bessemer Venture Partners
VII L.P.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS,Â 1865 PALMER AVE., SUITE 104

(Street)

LARCHMONT,Â NYÂ 10538

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
06/18/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series D Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock <u>(2)</u>	3,861,002	\$ <u>(1)</u>	I	See footnote <u>(3)</u> <u>(4)</u> <u>(5)</u>
Series E Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock <u>(2)</u>	1,219,530	\$ <u>(6)</u>	I	See footnote <u>(3)</u> <u>(5)</u> <u>(7)</u>
Series F Preferred Stock	Â <u>(8)</u>	Â <u>(8)</u>	Common Stock <u>(2)</u>	537,199	\$ <u>(8)</u>	I	See footnote <u>(3)</u> <u>(5)</u> <u>(9)</u>
Series G Preferred Stock	Â <u>(10)</u>	Â <u>(10)</u>	Common Stock <u>(2)</u>	777,984	\$ <u>(10)</u>	I	See footnote <u>(3)</u> <u>(5)</u> <u>(11)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bessemer Venture Partners VII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â
Bessemer Venture Partners VII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â
BVP VII SPECIAL OPPORTUNITY FUND LP C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â
Deer VII & Co. L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â
Deer VII & Co. Ltd. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538	Â X	Â X	Â	Â

Signatures

/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of Bessemer Venture Partners VII L.P.

06/18/2015

**Signature of Reporting Person

Date

/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of Bessemer Venture Partners VII Institutional L.P.

06/18/2015

**Signature of Reporting Person

Date

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/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of BVP VII Special Opportunity Fund L.P.	06/18/2015
__Signature of Reporting Person	Date
/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P.	06/18/2015
__Signature of Reporting Person	Date
/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd.	06/18/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The Series D Preferred Stock is convertible into Common Stock on a 1:1.02183733454323 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock of the Issuer.
- (2) Each share of Common Stock shall be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- (3) Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VII & Co. L.P. ("Deer L.P."), which is the general partner of Bessemer Venture Partners VII Institutional LP ("BVP VII Inst"), Bessemer Venture Partners VII, LP ("BVP VII") and BVP VII Special Opportunity Fund LP ("BVP VII SOF", and together with BVP VII Inst and BVP VII, the "Funds"). Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the Funds.
- (4) As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 540,540 shares, 1,235,520 shares and 2,084,942 shares, respectively, of Series D Preferred Stock.
- (5) Jeremy Levine, a director of Deer Ltd., serves as the representative of Deer Ltd., Deer L.P. and the Funds on the Issuer's board of directors.
- (6) The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock of the Issuer.
- (7) As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 170,735 shares, 390,250 shares and 658,545 shares, respectively, of Series E Preferred Stock.
- (8) The Series F Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series F Preferred Stock will be converted into shares of Common Stock of the Issuer.
- (9) As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 75,207 shares, 171,905 shares and 290,087 shares, respectively, of Series F Preferred Stock.
- (10) The Series G Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series G Preferred Stock will be converted into shares of Common Stock of the Issuer.
- (11) As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 108,917 shares, 248,955 shares and 420,112 shares, respectively, of Series G Preferred 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.