

MINDBODY, Inc.
Form 4
June 25, 2015

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 *
Institutional Venture Partners XIII,
L.P.

(Last) (First) (Middle)

3000 SAND HILL
ROAD, BUILDING 2, SUITE 250

(Street)

MENLO PARK, CA 94025

(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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/24/2015		C		2,130,965	A	<u>(1)</u> <u>(2)</u> 3,205,365	I	See footnote <u>(3)</u>
Common Stock <u>(4)</u>	06/24/2015		J		3,205,365	D	<u>(4)</u> 0	I	See footnote <u>(3)</u>

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

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(9-02)

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series F Preferred Stock ⁽¹⁾	<u>(1)</u>	06/24/2015		C		1,762,015	<u>(1)</u>	<u>(1)</u>	Common Stock
Series G Preferred Stock ⁽²⁾	<u>(2)</u>	06/24/2015		C		368,950	<u>(2)</u>	<u>(2)</u>	Common Stock
Class B Common Stock ⁽⁴⁾ ⁽⁵⁾	<u>(5)</u>	06/24/2015		J		3,205,365	<u>(5)</u>	<u>(5)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Institutional Venture Partners XIII, L.P. 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Institutional Venture Management XIII, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Chaffee Todd C 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
FOGELSONG NORMAN A 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		
Harrick Stephen J 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		X		

Miller J Sanford
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK, CA 94025

X

Phelps Dennis B
3000 SAND HILL ROAD
BUILDING 2, SUITE 250
MENLO PARK, CA 94025

X

Signatures

/s/ Chris Esqueda,
Attorney-in-Fact 06/25/2015

 **Signature of Reporting Person Date

/s/ Chris Esqueda,
Attorney-in-Fact 06/25/2015

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Attorney-in-Fact 06/25/2015

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/s/ Chris Esqueda,
Attorney-in-Fact 06/25/2015

 **Signature of Reporting Person Date

/s/ Chris Esqueda,
Attorney-in-Fact 06/25/2015

 **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) The Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

(2) The Series G Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

The shares are held of record by Institutional Venture Partners XIII, L.P. ("IVP XIII"). Institutional Venture Management XIII LLC ("IVM XIII") is the general partner of IVP XIII. Todd C. Chaffee, Norman A. Fogelson, Stephen J. Harrick, J. Sanford Miller and

(3) Dennis B. Phelps, as the managing directors of IVM XIII, share voting and dispositive power with respect to the shares held by IVP XIII. Each of these reporting individuals disclaims beneficial ownership of the securities reported herein, except to the extent of his respective pecuniary interest therein.

(4) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock

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in an exempt transaction pursuant to Rule 16b-7.

- (5) 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.

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

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