

WHITE BRETT T
Form 4
February 05, 2019

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 *
WHITE BRETT T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4051 BROAD STREET, SUITE 220

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & COO

(Street)
SAN LUIS OBISPO, CA 93401

4. 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

(City) (State) (Zip)

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 | | |
| Class A Common Stock | 02/01/2019 | | A | | 49,315 (1) \$ 0 | D | |
| Class A Common Stock | 02/01/2019 | | C(3) | | 10,000 A \$ 0 | D | |
| Class A Common Stock | 02/01/2019 | | S(4) | | 10,000 D \$ 36.408 | D | |

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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 7.708 | 02/01/2019 | | M | 10,000 | 06/24/2016 | 06/27/2023 | Class B Common Stock | 10,000 |
| Class B Common Stock | (6) | 02/01/2019 | | M | 10,000 | (6) | (6) | Class A Common Stock | 10,000 |
| Class B Common Stock | (6) | 02/01/2019 | | C | 10,000 | (6) | (6) | Class A Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITE BRETT T 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401 | | | CFO & COO | |

Signatures

/s/ Brett T. White 02/05/2019

**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).

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- The reported securities represent an award of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2015 Equity Incentive Plan) through each applicable vesting date, the RSUs subject to the award will vest as follows: one-fourth (1/4th) of the RSUs will vest on February 20, 2020, and one-fourth (1/4th) of the RSUs will vest on each successive February 20 thereafter (or, if the 20th day of the month is not a market trading day, then the vesting date will be the first trading day following the 20th day of the month).
- (1) Includes 144,739 RSUs, where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
 - (2) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of the Reporting Person.
 - (3) The sales reported on the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
 - (4) The price reported in Column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.38 to \$36.49, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (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.
 - (6)

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.