#### **SMITH GRAHAM**

Form 4

February 20, 2019

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **SMITH GRAHAM** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MINDBODY, Inc. [MB]

(Check all applicable)

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

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

4051 BROAD STREET, SUITE 220 02/15/2019

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN LUIS OBISPO, CA 93401

(Street)

(State)

(City)	(State)	Table	e I - Non-D	erivative S	securi	ties Acq	uired, Disposed o	if, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	sposed	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	and 5	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A						\$			
Common	02/15/2019		D	34,596 (1) (2)	D	36.5 (3)	0	D	
Stock						(3)			

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

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.476	02/15/2019		D	70,000	<u>(4)</u>	02/05/2025	Class B Common Stock (5)	70,000

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SMITH GRAHAM 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401	X					

# **Signatures**

/s/ Brett T. White, Attorney-in-Fact 02/20/2019

\*\*Signature of Reporting Person

### **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) Includes 4,609 unvested restricted stock units ("RSUs").

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated December 23, 2018, by and among MINDBODY, Inc., a Delaware corporation (the "Issuer"), Torreys Parent, LLC ("Parent"), and Torreys Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), on February 15, 2019, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the

- (2) surviving corporation and a wholly owned subsidiary of Parent. At the effective time of the Merger (the "Effective Time"), pursuant to the terms of the Issuer's 2015 Equity Incentive Plan, each of the unvested RSUs accelerated with respect to vesting, and pursuant to the terms of the Merger Agreement, was cancelled and replaced with the right to receive \$36.50 in cash, without interest, subject to any required withholding of taxes.
- (3) In connection with the Merger, these shares were cancelled and converted into the right to receive \$36.50 in cash, without interest, per share, subject to the terms and conditions of the Merger Agreement.
- (4) 1/4 of the shares subject to the option vested on January 19, 2016, and 1/48 of the shares vest monthly thereafter.
- (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)** 

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At the Effective Time, each of these vested options was cancelled and automatically converted into the right to receive a cash payment equal to the product of (i) the aggregate number of shares subject to such option, multiplied by (ii) \$36.50 less the applicable per share exercise price under such option, subject to any applicable withholding taxes.

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.