

Luxor Capital Group, LP
 Form 4
 November 08, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Luxor Capital Group, LP

(Last) (First) (Middle)

1114 AVENUE OF THE AMERICAS, 28TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/06/2018

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A common stock ⁽¹⁾ ₍₂₎ | 11/06/2018 | | S | 15,595 D \$ 33.4899 | 2,945,973 | I ⁽³⁾ | By: Luxor Capital Partners, LP |
| Class A common stock ⁽¹⁾ ₍₂₎ | 11/06/2018 | | S | 10,622 D \$ 33.4899 | 1,989,513 | I ⁽⁵⁾ | By: Luxor Capital Partners Offshore Master Fund, LP |
| Class A common | 11/06/2018 | | S | 3,583 D \$ 33.4899 | 619,657 | I ⁽⁴⁾ | By: Luxor Wavefront, |

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| | | | | | | | | | |
|---|------------|--|---|-------|---|-----------|-----------|------------------|--|
| stock ⁽¹⁾ <u>(2)</u> | | | | | | | | | LP |
| Class A common stock ⁽¹⁾ <u>(2)</u> | 11/06/2018 | | S | 5,233 | D | \$ 32.765 | 2,940,740 | I ⁽³⁾ | By: Luxor Capital Partners, LP |
| Class A common stock ⁽¹⁾ <u>(2)</u> | 11/06/2018 | | S | 3,565 | D | \$ 32.765 | 1,985,948 | I ⁽⁵⁾ | By: Luxor Capital Partners Offshore Master Fund, LP |
| Class A common stock ⁽¹⁾ <u>(2)</u> | 11/06/2018 | | S | 1,202 | D | \$ 32.765 | 618,455 | I ⁽⁴⁾ | By: Luxor Wavefront, LP |
| Class A common stock ⁽¹⁾ <u>(2)</u> | | | | | | | 750,843 | I ⁽⁶⁾ | By: Lugard Road Capital Master Fund, LP |

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

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SEC 1474
(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) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Luxor Capital Group, LP 1114 AVENUE OF THE AMERICAS 28TH FLOOR NEW YORK, NY 10036 | | X | | |
| LUXOR CAPITAL PARTNERS OFFSHORE LTD C/O M&C CORPORATE SVCS LTD PO BOX 309 GT UGLAND HOUSE GEORGE TOWN, E9 00000 | | X | | |
| Luxor Capital Partners, LP 1114 AVENUE OF THE AMERICAS 28TH FLOOR NEW YORK, NY 10036 | | X | | |
| Lugard Road Capital, LP 1114 AVENUE OF THE AMERICAS 28TH FLOOR NEW YORK, NY 10036 | | X | | |
| Luxor Wavefront, LP 1114 AVENUE OF THE AMERICAS 28TH FLOOR NEW YORK, NY 10036 | | X | | |
| LCG HOLDINGS LLC 1114 AVENUE OF THE AMERICAS 28TH FLOOR NEW YORK, NY 10036 | | X | | |
| Lugard Road Capital GP, LLC 1114 AVENUE OF THE AMERICAS 28TH FLOOR NEW YORK, NY 10036 | | X | | |

Signatures

/s/ Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

11/08/2018

__Signature of Reporting Person

Date

/s/ Jonathan Green, as Managing Member of Lugard Road Capital GP, LLC

11/08/2018

__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)

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This Form 4 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore, Ltd. ("Offshore Feeder Fund"), Luxor Wavefront, LP ("Wavefront Fund"), LCG Holdings, LLC ("LCG Holdings"), Luxor Management, LLC ("Luxor Management"), Lugard Road Capital, LP ("Lugard Feeder Fund"), Lugard Road Capital GP, LLC ("Lugard GP"), Jonathan Green and Christian Leone (collectively, the "Reporting Persons").

- Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Class A Common Stock. Each of the Reporting Persons disclaims beneficial
- (2) ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. The filing of this Form 4 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.

- Securities owned directly by Onshore Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Onshore Fund, may be deemed to beneficially own the securities owned directly by Onshore Fund. Luxor
- (3) Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Onshore Fund. .

- Securities owned directly by Wavefront Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Wavefront Fund, may be deemed to beneficially own the securities owned directly by Wavefront Fund. Luxor
- (4) Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Wavefront Fund.

- Securities owned directly by Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"). Offshore Feeder Fund, as the owner of a controlling interest in Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore
- (5) Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Offshore Master Fund.

- Securities owned directly by Lugard Road Capital Master Fund, LP ("Lugard Master Fund"). Lugard Feeder Fund, as the owner of a controlling interest in Lugard Master Fund, may be deemed to beneficially own the securities owned directly by Lugard Master Fund. Each of Lugard GP and Luxor Capital Group, as the general partner and investment manager, respectively of Lugard Master Fund, may
- (6) be deemed to beneficially own the securities owned directly by Lugard Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, and as a managing member and controlling person of Lugard GP, may be deemed to beneficially own the securities owned directly by Lugard Master Fund. Jonathan Green as a managing member and controlling person of Lugard GP may be deemed to beneficially own the securities owned by Lugard Master Fund.

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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