MINDBODY, Inc. Form 4 August 24, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Levine Jeremy S.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

MINDBODY, Inc. [MB] 3. Date of Earliest Transaction

(Check all applicable)

C/O BESSEMER VENTURE

(Month/Day/Year) 08/22/2016

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

PARTNERS, 1865 PALMER **AVENUE, SUITE 104**

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

LARCHMONT, NY 10538

(City)	(State) (2	Zip) Table	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	Transaction Date 2A. Deemed (onth/Day/Year) Execution Date, if			ties l (A) o	or	5. Amount of Securities	6. Ownership Form: Direct	
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	1 '			Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
				(A) or		Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
C1 A			Code V	Amount	(D)	Price	(IIIstr. 3 and 4)		
Class A Common Stock	08/22/2016		C(1)	0 (2)	A	\$ 0 (1)	0 (2)	I	See Footnotes (3) (4)
Class A Common Stock	08/22/2016		S	0 (2)	D	\$ 0 (2)	65,595 <u>(5)</u>	D (3) (4) (5)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Edgar Filing: MINDBODY, Inc. - Form 4

number.

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. Transacti Code (Instr. 8)	5. onNumber 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)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(1)	08/22/2016		C	0 (2)	(1)	(1)	Class A Common Stock	0 (2)	\$ 0 (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Levine Jeremy S. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538



Signatures

/s/ Jeremy Levine 08/24/2016

**Signature of Date
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) 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.
- On August 22, 2016, Bessemer Venture Partners VII L.P. ("BVP VII") sold 160,000 shares, Bessemer Venture Partners VII Institutional (2) L.P. ("BVP VII Inst") sold 70,000 shares, and BVP VII Special Opportunity Fund L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds") sold 270,000 shares at a sale price of \$16.95.
- (3) After the above transaction, BVP VII owned 1,162,888 shares, BVP VII Inst owned 508,762 shares, and BVP VII SOF owned 1,962,373 shares.

Reporting Owners 2

Edgar Filing: MINDBODY, Inc. - Form 4

- Mr. Levine is a director of Deer VII & Co. Ltd. ("Deer VII Ltd"), the general partner of Deer VII & Co. L.P. ("Deer VII LP"), the general partner of the Funds. Mr. Levine disclaims beneficial ownership of the securities sold by the Funds, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer VII Ltd, his interest in Deer VII LP, and his indirect limited partnership interest in the Funds.
- (5) Includes 13,333 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock upon settlement.

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.