

MINDBODY, Inc.  
Form 4  
November 07, 2016

**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 \*  
Levine Jeremy S.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/03/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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)
				(A) or (D)	Price		
Class A Common Stock	11/03/2016		C <sup>(1)</sup>	0 <sup>(2)</sup>	A \$ 0 <sup>(1)</sup>	0 <sup>(2)</sup>	I See Footnotes (3) (4)
Class A Common Stock	11/03/2016		S	0 <sup>(2)</sup>	D \$ 0 <sup>(2)</sup>	66,084 <sup>(5)</sup>	D (3) (4) (5)
Class A Common Stock	11/07/2016		C <sup>(1)</sup>	0 <sup>(6)</sup>	A \$ 0 <sup>(1)</sup>	0 <sup>(6)</sup>	I See Footnotes (4) (7)
Class A Common Stock	11/07/2016		S	0 <sup>(6)</sup>	D \$ 0	66,084 <sup>(5)</sup>	D (4) (5) (7)

Common Stock (6)

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

SEC 1474  
(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) (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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Class B Common Stock	(1)	11/03/2016		C	0 (2)	(1) (1)	(1) (1)	Class A Common Stock	0 (2) \$ 0 (1)
Class B Common Stock	(1)	11/07/2016		C	0 (6)	(1) (1)	(1) (1)	Class A Common Stock	0 (6) \$ 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

X

## Signatures

/s/ Jeremy Levine  
11/07/2016

\*\*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) 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.

(2) On November 3, 2016, Bessemer Venture Partners VII L.P. ("BVP VII") sold 27,968 shares of Class A Common Stock, Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst") sold 12,236 shares of Class A Common Stock, and BVP VII Special Opportunity Fund L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds") sold 47,196 shares of Class A Common Stock at a sale price of \$20.03.

(3) After the reported transaction, BVP VII owned 1,120,520 shares of Class B Common Stock, BVP VII Inst owned 490,226 shares of Class B Common Stock, and BVP VII SOF owned 1,890,877 shares of Class B Common Stock.

(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 each 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.

(6) On November 7, 2016, BVP VII sold 17,536 shares of Class A Common Stock, BVP VII Inst sold 7,672 shares of Class A Common Stock, and BVP VII SOF sold 29,592 shares of Class A Common Stock at a sale price of \$20.00.

(7) After the reported transaction, BVP VII owned 1,102,984 shares of Class B Common Stock, BVP VII Inst owned 482,554 shares of Class B Common Stock, and BVP VII SOF owned 1,861,285 shares of Class B Common Stock.

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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