

MINDBODY, Inc.
Form 4
June 24, 2015

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 *
Murphy Robert John

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

SAN LUIS OBISPO, CA 93401

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/24/2015

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)

Chief Operating Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	06/24/2015		J		994,937	D	0
Common Stock ⁽¹⁾	06/24/2015		J		13,750	D	0
Common Stock ⁽¹⁾	06/24/2015		J		187,500	D	0

See footnote ⁽²⁾
See footnote ⁽³⁾

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

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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Class B Common Stock <u>(1)</u> <u>(4)</u>	<u>(4)</u>	06/24/2015		J		994,937		<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Class B Common Stock <u>(1)</u> <u>(4)</u>	<u>(4)</u>	06/24/2015		J		13,750		<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Class B Common Stock <u>(1)</u> <u>(4)</u>	<u>(4)</u>	06/24/2015		J		187,500		<u>(4)</u>	<u>(4)</u>	Class A Common Stock
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015		J		196,727		<u>(5)</u>	11/15/2021	Common Stock <u>(1)</u>
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015		J		196,727		<u>(5)</u>	11/15/2021	Class B Common Stock <u>(1)</u> <u>(4)</u>
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015		J		25,000		<u>(6)</u>	06/23/2023	Common Stock <u>(1)</u>
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015		J		25,000		<u>(6)</u>	06/23/2023	Class B Common Stock <u>(1)</u> <u>(4)</u>
	\$ 11.52	06/24/2015		J		125,000		<u>(7)</u>	02/06/2024	

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) Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (2) The shares are held of record by the Reporting Person's spouse.
- (3) The shares are held of record by the Robert John Murphy Family Trust, for which the Reporting Person's spouse serves as trustee.
- (4) 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.
- (5) The shares subject to the option are fully vested and exercisable.
- (6) 25% of the shares subject to the option vested on June 27, 2014, and 2.0833% of the shares vest monthly thereafter.
- (7) 10% of the shares subject to the option vested on January 1, 2015, 20% of the shares vest on January 1, 2016, 30% of the shares vest on January 1, 2017, and 40% of the shares vest on January 1, 2018.
- (8) 1/48 of the shares subject to the option vested on March 5, 2015, and 1/48 of the shares vest monthly thereafter.
- (9) 1/48 of the shares subject to the option vest on June 22, 2015, and 1/48 of the shares vest monthly thereafter.

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.