MINDBODY, Inc. Form 4 June 24, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

(Print or Type Responses)

1(b).

(Last)

(City)

Security

(Instr. 3)

1. Name and Address of Reporting Person * Wills Bradford Lee

(First)

4051 BROAD STREET, SUITE 220

(Street)

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

MINDBODY, Inc. [MB] (Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

(Month/Day/Year)

06/24/2015

X_ Officer (give title Other (specify below)

Chief Strategy Officer

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

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (T) Following (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amour Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securit Security or Exercise any Code Securities Acquired (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015		J		50,000	<u>(1)</u>	06/23/2023	Common Stock (2)	50,0
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015		J	50,000		<u>(1)</u>	06/23/2023	Class B Common Stock (2)	50,0
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015		J		12,500	<u>(4)</u>	05/14/2024	Common Stock (2)	12,:
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015		J	12,500		<u>(4)</u>	05/14/2024	Class B Common Stock (2)	12,:
Employee Stock Option (right to buy)	\$ 10.616	06/24/2015		J		12,500	<u>(5)</u>	09/20/2024	Common Stock (2)	12,5
Employee Stock Option (right to buy)	\$ 10.616	06/24/2015		J	12,500		<u>(5)</u>	09/20/2024	Class B Common Stock (2) (3)	12,5
Employee Stock Option (right to buy)	\$ 14.476	06/24/2015		J		25,000	<u>(6)</u>	02/05/2025	Common Stock (2)	25,0
Employee Stock Option (right to buy)	\$ 14.476	06/24/2015		J	25,000		<u>(6)</u>	02/05/2025	Class B Common Stock (2) (3)	25,0

Employee Stock Option (right to buy)	\$ 14.496	06/24/2015	J	50,000	<u>(7)</u>	05/22/2025	Common Stock (2)	50,0
Employee Stock Option (right to buy)	\$ 14.496	06/24/2015	J	50,000	<u>(7)</u>	05/22/2025	Class B Common Stock (2)	50,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wills Bradford Lee 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401

Chief Strategy Officer

Signatures

/s/ Kimberly G. Lytikainen, Attorney-in-Fact

06/24/2015

**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) 25% of the shares subject to the option vested on June 27, 2014, and 2.0833% of the shares vest monthly thereafter.
- (2) 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.
- (3) 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.
- (4) 1/48 of the shares subject to the option vested on June 14, 2014, and 1/48 of the shares vest monthly thereafter.
- (5) 1/48 of the shares subject to the option vested on September 7, 2014, and 1/48 of the shares vest monthly thereafter.
- (6) 1/48 of the shares subject to the option vested on March 5, 2015, and 1/48 of the shares vest monthly thereafter.
- (7) 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.

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