

MINDBODY, Inc.
Form 4
June 25, 2015

FORM 4

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

OMB APPROVAL

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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 *
Levine Jeremy S.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVE., 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)
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)

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 (1) (2) (3) (4)
Common Stock	06/24/2015		C		0	A	0
Common Stock (7)	06/24/2015		J		0	D	0

See footnote (5) (6)
See footnote (5) (6)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control 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. 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)
Series D Preferred Stock ⁽¹⁾	<u>(1)</u>	06/24/2015		C	0	<u>(1)</u> <u>(1)</u>	Common Stock	0 \$ 0
Series E Preferred Stock ⁽²⁾	<u>(2)</u>	06/24/2015		C	0	<u>(2)</u> <u>(2)</u>	Common Stock	0 \$ 0
Series F Preferred Stock ⁽³⁾	<u>(3)</u>	06/24/2015		C	0	<u>(3)</u> <u>(3)</u>	Common Stock	0 \$ 0
Series G Preferred Stock ⁽⁴⁾	<u>(4)</u>	06/24/2015		C	0	<u>(4)</u> <u>(4)</u>	Common Stock	0 \$ 0
Class B Common Stock ⁽⁷⁾ ⁽¹²⁾	<u>(12)</u>	06/24/2015		J	0	<u>(12)</u> <u>(12)</u>	Class A Common Stock	0 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levine Jeremy S. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538	X			

Signatures

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

06/25/2015

__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) The Series D Preferred Stock automatically converted into Common Stock on a 1:1.02183733454323 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) The Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) The Series G Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (5) The Reporting Person is a director of Deer VII & Co. Ltd., which is the general partner of Deer VII & Co. L.P., which is the general partner of Bessemer Venture Partners VII Institutional LP ("BVP VII Inst"), Bessemer Venture Partners VII, LP ("BVP VII") and BVP VII Special Opportunity Fund LP ("BVP VII SOF", and together with BVP VII Inst and BVP VII, the "Funds"). The Reporting Person disclaims beneficial ownership of the securities held 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 the securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds.
- (6) BVP VII Inst, BVP VII and BVP VII SOF owned 907,202 shares, 2,073,610 shares and 3,499,215 shares, respectively, of the Issuer's Common Stock.
- (7) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (8) BVP VII Inst, BVP VII and BVP VII SOF owned 540,540 shares, 1,235,520 shares and 2,084,942 shares, respectively, of the Issuer's Series D Preferred Stock.
- (9) BVP VII Inst, BVP VII and BVP VII SOF owned 170,735 shares, 390,250 shares and 658,545 shares, respectively, of the Issuer's Series E Preferred Stock.
- (10) BVP VII Inst, BVP VII and BVP VII SOF owned 75,207 shares, 171,905 shares and 290,087 shares, respectively, of the Issuer's Series F Preferred Stock.
- (11) BVP VII Inst, BVP VII and BVP VII SOF owned 108,917 shares, 248,955 shares and 420,112 shares, respectively, of the Issuer's Series G Preferred Stock.
- (12) 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.
- (13) BVP VII Inst, BVP VII and BVP VII SOF own 907,202 shares, 2,073,610 shares and 3,499,215 shares, respectively, of the Issuer's 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. 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.