

Baidu, Inc.  
Form 6-K  
December 06, 2018

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

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of December 2018**

**Commission File Number: 000-51469**

**BAIDU, INC.**

**Baidu Campus**

**No. 10 Shangdi 10th Street**

**Haidian District, Beijing 100085**

**The People's Republic of China**

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**(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BAIDU, INC.

By: /s/ Herman Yu

Name: Herman Yu

Title: Chief Financial Officer

Date: December 6, 2018

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release Baidu Announces Pricing of US\$250 Million Notes Offering

lor:#000000;font-family:Times New Roman;font-size:10pt;font-weight:normal;font-style:normal;text-transform:none;font-variant: normal;">

Gail Goodman(1)

I

55

Director

2016

2016

2019

Jeremy Levine(2)

I

42

Director

2010

2016

2019

Continuing Directors

Eric Liaw (2)(3)

II

38

Director

2014

2017

—

Robert Murphy

II

59

Chief Operating Officer  
and Director

2004

2017

—

Richard Stollmeyer

III

50

President, Chief  
Executive Officer and Chairman of the Board

2004

2018

—

Katherine Blair Christie (1)(2)(4)

III

44

Director

2015

2018

—

Graham Smith (1)(3)

III

56

Lead Independent  
Director

2015



2018

—

Director with Term Expiring at Annual Meeting/Non-Continuing Director

Tyler Newton(1)(3)

I

43

Director

2009

2016

—

- (1) Member of compensation committee.
- (2) Member of nominating and corporate governance committee.
- (3) Member of audit committee.
- (4) Member of audit committee effective as of the date of the annual meeting.

Nominees for Director

Gail Goodman. Ms. Goodman has served as a member of our board of directors since April 2016. From April 1999 to February 2016, Ms. Goodman served as President and Chief Executive Officer of Constant Contact, Inc., an online marketing firm acquired by Endurance International Group Holdings, Inc. in February 2016. Ms. Goodman also served as a director of Constant Contact from May 1999, including as chairwoman of the board from November 1999, until February 2016. Ms. Goodman served as Vice President, Commerce Products Group, of Open Market, Inc., a provider of Internet commerce application software acquired by Future Tense, from 1996 until 1998, and as Vice President, Marketing, of Progress Software Corporation, a developer and provider of application development tools and database software, from 1994 until 1996. She holds a B.A. from the University of Pennsylvania and an M.B.A. from The Tuck School of Business at Dartmouth College.

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Ms. Goodman was selected to serve on our board of directors because of her extensive experience, including in executive leadership roles in both privately and publicly held companies, in the software and marketing industry.

Jeremy Levine. Mr. Levine has served as a member of our board of directors since August 2010. Since January 2007, Mr. Levine has served as a Partner at Bessemer Venture Partners, a venture capital firm he joined in May 2001. Mr. Levine has served on the board of directors of Yelp Inc., a local directory and user review service, since 2005, and Shopify, Inc., an e-commerce platform provider, since 2011, and currently serves on the board of directors of a number of privately held companies. Mr. Levine holds a B.S. degree in Computer Science from Duke University.

Mr. Levine was selected to serve on our board of directors because of his experience in the venture capital industry and as a director of both publicly and privately held technology companies.

#### Continuing Directors

Richard Stollmeyer. Mr. Stollmeyer is one of our founders and has served as our President and Chief Executive Officer and as Chairman of our board of directors since October 2004. Mr. Stollmeyer holds a B.S. degree in Political Science and Russian Language, with a concentration in International Relations, from the United States Naval Academy.

Mr. Stollmeyer was selected to serve on our board of directors because of the perspective and experience he brings as our President and Chief Executive Officer. As one of our founders, Mr. Stollmeyer also brings historical knowledge, operational expertise and continuity to our board of directors.

Robert Murphy. Mr. Murphy is one of our founders and has served as our Chief Operating Officer since November 2011, and as a member of our board of directors since October 2004. Mr. Murphy has served in several senior leadership roles at our company since 2004, including serving as our Chief Financial Officer and our Chief Marketing Officer. Prior to joining our company, Mr. Murphy owned and operated several yoga studios in the New York City area. Mr. Murphy holds a B.S. degree in Communications from Boston University.

Mr. Murphy was selected to serve on our board of directors because of the perspective and experience he brings as our Chief Operating Officer and his background in the health and wellness services industry. As one of our co-founders, Mr. Murphy also brings historical knowledge, operational expertise and continuity to our board of directors.

Katherine Blair Christie. Ms. Christie has served as a member of our board of directors since March 2015. Ms. Christie has been with Cisco Systems, Inc., a provider of business mobility software, since August 1999 and currently serves as Senior Vice President. Ms. Christie also serves as an advisor to several privately-held companies. From January 2011 to June 2015, Ms. Christie served as Senior Vice President and Chief Marketing Officer at Cisco Systems. From January 2008 to January 2011, Ms. Christie served as Senior Vice President, Global Corporate Communications at Cisco Systems. Ms. Christie holds a B.S. degree in Marketing and Business Administration and an M.B.A. degree from Drexel University.

Ms. Christie was selected to serve on our board of directors because of her operating and management experience in the technology industry.

Eric Liaw. Mr. Liaw has served as a member of our board of directors since February 2014. Since March 2011, Mr. Liaw has served in several roles at Institutional Venture Partners, a venture capital firm, where he currently serves as a General Partner. From August 2003 to January 2011, Mr. Liaw served in several roles at Technology Crossover Ventures, a venture capital firm, including most recently as a Vice President. Mr. Liaw serves on the boards of directors of a number of privately held companies. Mr. Liaw holds a B.A. degree in Economics with a minor in

Computer Science and an M.S. degree in Management Science and Engineering from Stanford University.

Mr. Liaw was selected to serve on our board of directors because of his experience in the venture capital industry and as a director of high growth technology companies.

Graham Smith. Mr. Smith has served as a member of our board of directors since January 2015. From December 2007 to June 2015, Mr. Smith served in various leadership roles at salesforce.com, inc., a global cloud computing company, including Chief Financial Officer from March 2008 to August 2014, and Executive Vice President of Finance through June 2015. Mr. Smith currently serves on the board of directors of Splunk Inc., a provider of machine data analytics software, Citrix Systems, Inc., a provider of business mobility software, and Xero, Inc., an online accounting software company. Mr. Smith also serves on the board of directors of BlackLine, Inc., a provider of software for financial controls and automation. Mr. Smith holds a B.Sc. degree in Economics and Politics from Bristol University in England and qualified as a member of the Institute of Chartered Accountants in England and Wales.

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Mr. Smith was selected to serve on our board of directors because of his financial expertise and extensive experience in the software industry.

#### Non-Continuing Director

Tyler Newton. Mr. Newton has served as a member of our board of directors since March 2009. Since December 2006, Mr. Newton has served as a Partner at Catalyst Investors, a growth equity investment firm he joined in April 2000. Mr. Newton has also served on the boards of directors of a number of privately held companies. Mr. Newton holds a B.A. degree in Economics from Middlebury College and is a CFA Charter holder. Mr. Newton was selected to serve on our board of directors because of his growth investing experience as a director of numerous technology companies. Mr. Newton will not be standing for re-election at the 2016 annual meeting and, accordingly, it is anticipated that his service on our board of directors will be completed on June 10, 2016.

#### Director Independence

As a company listed on the NASDAQ Global Market we are required under the listing rules of NASDAQ, or the NASDAQ listing rules, to maintain a board comprised of a majority of independent directors as determined affirmatively by our board. In addition, the NASDAQ listing rules require that, subject to specified exceptions, each member of our audit, compensation, and nominating and corporate governance committees be independent. Audit committee members and compensation committee members must also satisfy the independence criteria set forth in Rule 10A-3 and Rule 10C-1, respectively, under the Exchange Act. Under the NASDAQ listing rules, a director will only qualify as an “independent director” if, in the opinion of our board of directors, the director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Our board of directors has undertaken a review of the independence of our directors and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. Based upon information requested from and provided by each director concerning his or her background, employment and affiliations, our board of directors has determined that none of Mses. Christie and Goodman, and Messrs. Levine, Liaw, Newton, and Smith, representing six of the eight directors, has a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and that each of these directors is an “independent director” as that term is defined under the NASDAQ listing rules. Messrs. Stollmeyer and Murphy are not considered independent directors because of their positions as our President and Chief Executive Officer and Chief Operating Officer, respectively.

In making these determinations, our board of directors considered the current and prior relationships that each non-employee director has with us and all other facts and circumstances our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director, and the transactions that may involve them described in the section titled “Related Person Transactions.”

There are no family relationships among any of our directors or executive officers.

#### Board Leadership Structure and Lead Independent Director

Richard Stollmeyer currently serves as both Chairman of our board of directors and as our President and Chief Executive Officer. Our board of directors has adopted corporate governance guidelines that provide that one of our independent directors will serve as our lead independent director at any time when our chief executive officer serves as the chairman of our board of directors or if the chairman is not otherwise independent. Because Mr. Stollmeyer is our Chairman and also our President and Chief Executive Officer, our board of directors has appointed Graham Smith

to serve as our Lead Independent Director. As Lead Independent Director, Mr. Smith presides over periodic meetings of our independent directors, serves as a liaison between our chairman and our independent directors, and performs such additional duties as our board of directors may otherwise determine and delegate.

As one of our founders, Mr. Stollmeyer has extensive knowledge of all aspects of our business, industry and customers, and is best positioned to identify strategic priorities, lead critical discussions and execute our business plans. We believe that Mr. Stollmeyer's combined role enables strong leadership, creates clear accountability and enhances our ability to communicate our message and strategy clearly and consistently to our stockholders. Moreover, we believe that the combined role is both counterbalanced and enhanced with effective oversight by our independent directors, including the independent leadership provided by our Lead Independent Director. As a result of our board's committee system, majority of independent directors, and Mr. Smith's role as Lead Independent Director, our board maintains effective oversight of our business operations, including independent oversight of our financial statements, executive compensation, selection of director candidates, and corporate governance programs. Accordingly, we believe that our current leadership structure is appropriate and enhances the board's ability to effectively carry out its roles and responsibilities on behalf of our stockholders.

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## Role of Board in Risk Oversight Process

Risk is inherent with every business, and we face a number of risks, including strategic, financial, business and operational, legal and compliance, and reputational. We have designed and implemented processes to manage risk in our operations. Management is responsible for the day-to-day management of risks the company faces, while our board of directors, as a whole and assisted by its committees, has responsibility for the oversight of risk management. Our board reviews strategic and operational risk in the context of discussions, question and answer sessions, and reports from the management team at each regular board meeting, receives reports on all significant committee activities at each regular board meeting, and evaluates the risks inherent in significant transactions. Our audit committee assists our board in fulfilling its oversight responsibilities with respect to risk management in the areas of internal control over financial reporting and disclosure controls and procedures, legal and regulatory compliance, and also, among other things, discusses with management and the independent auditor guidelines and policies with respect to risk assessment and risk management. Our compensation committee assesses risks relating to our executive compensation plans and arrangements, and whether our compensation policies and programs have the potential to encourage excessive risk taking. Our nominating and corporate governance committee assesses risks relating to our corporate governance practices, the independence of the board and potential conflicts of interest.

The board believes its current leadership structure supports the risk oversight function of the board. In particular, our board believes that our Lead Independent Director, majority of independent directors, and our independent committees provide a well-functioning and effective balance to the members of executive management on our board.

## Board Meetings and Committees

During our fiscal year ended December 31, 2015, our board of directors held eleven meetings (including regularly scheduled and special meetings), and each director attended at least 75% of the aggregate of (i) the total number of meetings of our board of directors held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our board of directors on which he or she served during the periods that he or she served.

Our board of directors has established the following standing committees of the board: audit committee; compensation committee; and nominating and corporate governance committee. The composition and responsibilities of each of the committees of our board of directors is described below.

### Audit Committee

The current members of our audit committee are Messrs. Smith, Liaw and Newton. Mr. Smith is the chair of the audit committee. Mr. Newton's tenure on the audit committee will end at the annual meeting as he will no longer serve on the board of directors following the annual meeting. Accordingly, our audit committee as of the date of the annual meeting will be comprised of Messrs. Smith and Liaw, and Ms. Christie, who has been appointed to the audit committee effective as of the date of the annual meeting. Mr. Smith will remain as the chair of the audit committee. Our board of directors has determined that each member of our audit committee (including Ms. Christie) is an independent director under the current NASDAQ listing rules, satisfies the additional independence criteria for audit committee members and satisfies the requirements for financial literacy under the NASDAQ listing rules and Rule 10A-3 of the Exchange Act. Our board has also determined that Mr. Smith qualifies as an audit committee financial expert within the meaning of the applicable rules and regulations of the SEC and satisfies the financial sophistication requirements of the NASDAQ listing rules.

Our audit committee is responsible for, among other things:

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- selecting a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- helping to ensure the independence and performance of the independent registered public accounting firm;
- discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent registered public accounting firm, our interim and year-end operating results;
- developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviewing our policies on risk assessment and risk management;
- reviewing related party transactions; and
- approving or, as required, pre-approving, all audit and all permissible non-audit services to be performed by the independent registered public accounting firm.

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Our audit committee operates under a written charter approved by our board of directors and that satisfies the applicable rules and regulations of the SEC and the NASDAQ listing rules. The charter is available on our website at <http://investors.mindbodyonline.com>. Our audit committee held eight meetings during 2015.

#### Compensation Committee

The current members of our compensation committee are Messrs. Newton and Smith, and Meses. Christie and Goodman. Mr. Newton is the chair of the compensation committee. Mr. Newton's tenure on the compensation committee will end at the annual meeting as he will no longer serve on the board of directors following the annual meeting. Accordingly, our compensation committee immediately following the annual meeting will be comprised of Ms. Christie, who will serve as chair of the compensation committee, Ms. Goodman, and Mr. Smith. Our board of directors has determined that each member of our compensation committee is an independent director under the current NASDAQ listing rules, satisfies the additional independence criteria for compensation committee members under Rule 10C-1 and the NASDAQ listing rules, is a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act, and is an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Our compensation committee is responsible for, among other things:

- reviewing, approving and determining, or making recommendations to our board of directors regarding, the compensation of our executive officers;
  - administering our equity compensation plans;
- reviewing, approving and making recommendations to our board of directors regarding incentive compensation and equity compensation plans; and
- establishing and reviewing general policies relating to compensation and benefits of our employees.

Our compensation committee operates under a written charter approved by our board of directors and that satisfies the applicable rules and regulations of the SEC and the NASDAQ listing rules. The charter is available on our website at <http://investors.mindbodyonline.com>. Our compensation committee held seven meetings during 2015.

#### Nominating and Corporate Governance Committee

The current members of our nominating and corporate governance committee are Messrs. Levine and Liaw, and Ms. Christie. Mr. Levine is the chair of the nominating and corporate governance committee. Our board of directors has determined that each current member of our nominating and corporate governance committee is independent under the NASDAQ listing rules.

Our nominating and corporate governance committee is responsible for, among other things:

- identifying, evaluating and selecting, or making recommendations to our board of directors regarding, nominees for election to our board of directors and its committees;
- evaluating the performance of our board of directors and of individual directors;
- considering and making recommendations to our board of directors regarding the composition of our board of directors and its committees;
- reviewing developments in corporate governance practices;
- evaluating the adequacy of our corporate governance practices and reporting; and
- developing and making recommendations to our board of directors regarding corporate governance guidelines and matters.

Our nominating and corporate governance committee operates under a written charter approved by our board of directors and that satisfies the applicable rules and regulations of the SEC and the NASDAQ listing rules. The charter is available on our website at <http://investors.mindbodyonline.com>. Our nominating and corporate governance committee held two meetings during 2015.

#### Compensation Committee Interlocks and Insider Participation

During 2015, our compensation committee was comprised of Jeremy Levine (until March 2015), Robert Murphy (until March 2015), Graham Smith (since March 2015), Katherine Blair Christie (since April 2015), and Tyler Newton. Except for Mr. Murphy,

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who is our Chief Operating Officer, none of the members of our compensation committee during our last fiscal year is, or was during 2015, an officer or employee of the company. None of our executive officers currently serves, or in the past year has served, as a member of the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) or director of any entity that has one or more executive officers serving on our compensation committee or our board of directors. Mr. Murphy and entities affiliated with Messrs. Levine and Newton are party to our investors' rights agreement. Please see the section entitled Related Person Transactions in this proxy statement for additional information.

#### Considerations in Evaluating Director Nominees

In its evaluation of director candidates, including the members of the board of directors eligible for reelection, our nominating and corporate governance committee considers the following:

- The current size and composition of our board of directors and the needs of the board and its respective committees;
- Factors such as character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments, and the like. Our nominating and corporate governance committee evaluates these factors, among others, and does not assign any particular weighting or priority to any of these factors; and
- Other factors that our nominating and corporate governance committee may consider appropriate.

The nominating and corporate governance committee also focuses on issues of diversity, such as diversity in experience, international perspective, background, expertise, skills, age, gender, and ethnicity. The nominating and corporate governance committee does not have a formal policy with respect to diversity; however, our board of directors and the nominating and corporate governance committee believe that it is essential that members of our board of directors represent diverse viewpoints. Any nominee for a position on the board must satisfy the following minimum qualifications:

- The highest personal and professional ethics and integrity;
- Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment;
- Skills that are complementary to those of the existing board;
- The ability to assist and support management and make significant contributions to the company's success; and
- An understanding of the fiduciary responsibilities required of a member of the board and the commitment of time and energy necessary to diligently carry out those responsibilities.

If our nominating and corporate governance committee determines that an additional or replacement director is required, the committee may take such measures as it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the committee, board, or management.

After completing its review and evaluation of director candidates, our nominating and corporate governance committee recommends to our full board of directors the director nominees for selection. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors and our board of directors has the final authority in determining the selection of director candidates for nomination to our board.

#### Stockholder Recommendations for Nominations to Our Board

It is the policy of our nominating and corporate governance committee to consider recommendations for candidates to our board of directors from stockholders holding no less than one percent (1%) of the fully diluted capitalization of our company continuously for at least twelve (12) months prior to the date of the submission of the

recommendation. Subject to the foregoing, our nominating and corporate governance committee will consider candidates recommended by stockholders in the same manner as candidates recommended to the committee from other sources.

A stockholder that wants to recommend a candidate for election to the board should direct the recommendation in writing by letter to the company, attention of the general counsel, at MINDBODY, Inc., 4051 Broad Street, Suite 220, San Luis Obispo, California 93401. Such recommendation must include the candidate's name, home and business contact information, detailed biographical data and relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between us and the candidate and evidence of the recommending stockholder's ownership of our stock. Such recommendation must also include a statement from the recommending stockholder in support of the candidate, particularly within the

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context of the criteria for board membership. Our nominating and corporate governance committee has discretion to decide which individuals to recommend for nomination as directors.

A stockholder that instead desires to nominate a person directly for election to the board at an annual meeting of the stockholders must meet the deadlines and other requirements set forth in our amended and restated bylaws and the rules and regulations of the SEC. Any nomination should be sent in writing to MINDBODY, Inc., 4051 Broad Street, Suite 220, San Luis Obispo, California 93401, Attention: Secretary. To be timely for our 2017 annual meeting of stockholders, our Secretary must receive the nomination no earlier than February 12, 2017 and no later than March 14, 2017. Please see the section entitled Stockholder Proposal Deadlines for 2017 Annual Meeting in this proxy statement for more information.

#### Communications with the Board of Directors

In cases where stockholders wish to communicate directly with our non-management directors, messages can be sent to our general counsel at MINDBODY, Inc., 4051 Broad Street, Suite 220, San Luis Obispo, California 93401. Our general counsel reviews incoming stockholder communications and, if appropriate, routes such communications to the appropriate director(s) or, if none is specified, to the chairman of the board. Our general counsel may decide in the exercise of her judgment whether a response to any stockholder or interested party communication is necessary and provides a report to the nominating and corporate governance committee of our board on a quarterly basis of any stockholder communications received to which the general counsel has responded.

This procedure for stockholder and other interested party communications with the non-management directors is administered by our nominating and corporate governance committee. This procedure does not apply to (i) communications to non-management directors from our officers or directors who are stockholders or (ii) stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act, which are discussed further in the section entitled Stockholder Proposal Deadlines for 2017 Annual Meeting in this proxy statement.

#### Director Attendance at Annual Meetings

We do not have a formal policy regarding attendance by members of our board of directors at annual meetings of stockholders, but we strongly encourage our directors to attend.

#### Code of Business Conduct and Ethics

Our board of directors has adopted a written code of business conduct and ethics that applies to all of our employees, officers and directors, including our chief executive officer, chief financial officer, and other executive and senior financial officers. The full text of our code of business conduct and ethics is available on the corporate governance section of our website, which is located at <http://investors.mindbodyonline.com>. We will post (i) amendments to our code of business conduct and ethics and (ii) waivers of our code of business conduct and ethics for directors and executive officers, on the same website.

## COMPENSATION OF NON-EMPLOYEE DIRECTORS

### Outside Director Compensation Policy

On May 22, 2015, our board of directors adopted our Outside Director Compensation Policy and it became effective on June 18, 2015. Members of our board of directors who are not employees are eligible for awards under our Outside Director Compensation Policy. Accordingly, neither Mr. Stollmeyer nor Mr. Murphy, both executive officers of MINDBODY, is eligible for awards under our Outside Director Compensation Policy.

Under our Outside Director Compensation Policy, non-employee directors will receive compensation in the form of equity and cash, as described below:

### Cash Compensation

Effective as of the annual meeting to which this proxy statement relates, each non-employee director is eligible to receive the following annual cash retainers for certain board and/or committee service:

- \$32,000 per year for service as a board member;
- \$10,000 per year additionally for service as lead independent director;
- \$20,000 per year additionally for service as chairperson of the board;
- \$20,000 per year additionally for service as chair of the audit committee;
- \$7,500 per year additionally for service as a member of the audit committee (other than chair);
- \$10,500 per year additionally for service as chair of the compensation committee;
- \$5,000 per year additionally for service as a member of the compensation committee (other than chair);
- \$6,500 per year additionally for service as chair of the nominating and corporate governance committee; and
- \$3,000 per year additionally for service as a member of the nominating and corporate governance committee (other than chair).

Cash retainers will be paid quarterly in arrears on a pro-rated basis. A non-employee director may elect that payment of the cash retainers under our Outside Director Compensation Policy be made in the form of fully-vested restricted stock under our 2015 Equity Incentive Plan, or 2015 Plan.

### Equity Compensation

Non-employee directors are eligible to receive all types of equity awards (except incentive stock options) under our 2015 Plan, including discretionary awards not covered under our Outside Director Compensation Policy. All grants of awards under our Outside Director Compensation Policy will be automatic and non-discretionary.

Upon joining our board, and commencing with the annual meeting to which this proxy statement relates, each newly-elected non-employee director will receive an initial equity award, or the initial award, under our 2015 Plan with a value of approximately \$350,000. This award will vest in approximately equal installments annually over a four-year period, subject to continued service through each vesting date. The initial award will be in the form of restricted stock units, unless otherwise determined by our board of directors or our compensation committee.

On the date of each annual meeting of our stockholders commencing with the annual meeting to which this proxy statement relates, each non-employee director who is continuing as a director following the applicable meeting will be granted an annual equity award, or the annual award, under our 2015 Plan with a value of approximately \$180,000, or a pro-rated annual award as described below. If the non-employee director had not been a non-employee director as of the previous annual meeting of our stockholders, then the annual award will be pro-rated based on the number of months served as a non-employee director for the previous year. Each annual award will fully vest on the earlier to

occur of: (i) the day prior to the next annual meeting following the date of grant or (ii) the first anniversary of the grant date, in each case, subject to continued service through the vesting date. The annual award will be in the form of restricted stock units, unless otherwise determined by our board of directors or our compensation committee.

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For purposes of our Outside Director Compensation Policy, value means generally (i) with respect to any award of restricted stock units, the fair market value of the shares on the grant date of the award, or (ii) with respect to a stock option, the grant date fair value calculated in accordance with Accounting Standards Codification (ASC) Topic 718.

Notwithstanding the vesting schedules described above, the vesting of all equity awards granted to a non-employee director, including any award granted outside of our Outside Director Compensation Policy, will vest in full upon a “change in control” (as defined in our 2015 Plan) if the non-employee director’s service as a director terminates on or following the change in control other than pursuant to a voluntary resignation.

Our 2015 Plan contains maximum limits, which were approved by our stockholders, on the size of the equity awards that can be granted to each of our non-employee directors in any fiscal year, but those maximum limits do not reflect the intended size of any potential grants or a commitment to make any equity award grants to our non-employee directors in the future.

In connection with her appointment to our board of directors in April 2016, the board granted to Ms. Goodman an award of 25,053 restricted stock units, which will vest in approximately equal installments annually over a four-year period, subject to continued service through each vesting date.

#### Director Compensation Table

The following table provides information regarding the total compensation that was granted to each non-employee director in our fiscal year ended December 31, 2015. Our non-employee directors did not receive any cash compensation for their service on our board of directors or committees in our fiscal year ended December 31, 2015. The table excludes Messrs. Stollmeyer and Murphy, each of whom is a named executive officer and did not receive any compensation from us in his role as a director in fiscal 2015. See the section below entitled “Executive Compensation” for information about the compensation of Messrs. Stollmeyer and Murphy.

Name	Option Awards	
	(\$)(1)	Total (\$)
Katherine Blair Christie (2)	431,410	431,410
Gail Goodman (3)	—	—
Jeremy Levine	—	—
Eric Liaw	—	—
Tyler Newton	—	—
Graham Smith (4)	449,824	449,824

(1) The amounts in the “Option Awards” column reflect the aggregate grant date fair value of stock options granted during the fiscal year computed in accordance with the provisions of ASC 718. The assumptions that we used to calculate these amounts are discussed in Note 9 to our financial statements appearing at the end of our Annual Report on Form 10-K for the year ended December 31, 2015. These amounts do not reflect the actual economic value that will be realized by the director upon the vesting of the stock options, the exercise of the stock options, or the sale of the common stock underlying such stock options. As of December 31, 2015, none of Messrs. Levine, Liaw and Newton held stock options.



(2) As of December 31, 2015, Ms. Christie held an option to purchase 60,000 shares of our Class B common stock.

(3) Ms. Goodman joined our board in April 2016.

(4) As of December 31, 2015, Mr. Smith held an option to purchase 70,000 shares of our Class B common stock.

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## PROPOSAL NUMBER 1

### ELECTION OF CLASS I DIRECTORS

Our board of directors is currently comprised of eight directors and is divided into three staggered classes of directors. At the annual meeting, two Class I directors will be elected to our board of directors by the holders of our common stock to succeed the same class whose term is then expiring. Each director's term continues until the expiration of the term for which such director was elected and until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

Tyler Newton is one of the Class I directors whose term is scheduled to expire at the annual meeting. Mr. Newton is a Partner at Catalyst Investors, one of our longest-term institutional investors, and is our longest-term non-management board member. Mr. Newton will not be standing for re-election at this annual meeting. We thank Mr. Newton for his exemplary service to our company and our board of directors. As a result of the foregoing, the authorized number of directors will be reduced effective as of the annual meeting to eliminate the vacancy on our board of directors resulting from the expiration of his term, and our board will be comprised of seven directors.

#### Nominees for Director

Our nominating and corporate governance committee recommended for nomination, and our board of directors nominated, Gail Goodman and Jeremy Levine, each a current Class I director, as nominees for reelection as Class I directors at the annual meeting. If elected, each of Ms. Goodman and Mr. Levine will serve as a Class I director until the 2019 annual meeting and until his or her respective successor is duly elected and qualified or until his or her earlier death, resignation or removal. For more information concerning the nominees, please see the section entitled "Board of Directors and Corporate Governance."

Ms. Goodman and Mr. Levine have agreed to serve as directors if elected, and management has no reason to believe that they will be unavailable to serve. In the event a nominee is unable or declines to serve as a director at the time of the annual meeting, proxies will be voted for any nominee who may be proposed by the nominating and corporate governance committee and designated by the present board of directors to fill the vacancy.

#### Required Vote

The Class I directors will be elected by a plurality of the voting power of the shares present in person or represented by proxy at the annual meeting and entitled to vote on the election of directors. In other words, the two nominees receiving the highest number of "FOR" votes will be elected as Class I directors. You may vote (i) "FOR" for each director nominee or (ii) "WITHHOLD" for each director nominee. Shares represented by executed proxies will be voted, if authority to do so is not expressly withheld, for the election of Gail Goodman and Jeremy Levine. "WITHHOLD" votes and broker non-votes will have no effect on the outcome of this proposal.

#### Board Recommendation

Our board of directors recommends a vote "FOR" the election to the board of directors of Gail Goodman and Jeremy Levine as Class I directors.

## PROPOSAL NUMBER 2

## RATIFICATION OF APPOINTMENT OF INDEPENDENT

## REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has appointed Deloitte & Touche as our independent registered public accounting firm for the year ending December 31, 2016. During 2015, Deloitte & Touche served as our independent registered public accounting firm.

Notwithstanding its appointment and even if our stockholders ratify the appointment, our audit committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the audit committee believes that such a change would be in the best interests of our company and its stockholders. Our audit committee is submitting the appointment of Deloitte & Touche to our stockholders because we value our stockholders' views on our independent registered public accounting firm and as a matter of good corporate governance. If the appointment is not ratified by our stockholders, our audit committee may consider whether it should appoint another independent registered public accounting firm. A representative of Deloitte & Touche is expected to be present at the annual meeting, either in person or telephonically, where he or she will be available to respond to appropriate questions and, if he or she desires, to make a statement.

## Fees Paid to the Independent Registered Public Accounting Firm

The following table presents the aggregate fees billed for professional audit services and other services rendered to us by Deloitte & Touche for our fiscal years ended December 31, 2015 and 2014.

	Fiscal Year Ended	
	2015	2014
Audit Fees (1)	\$ 1,094,572	\$ 2,344,260
Audit-related Fees	—	—
Tax Fees (2)	123,465	—
All Other Fees	—	—
Total Fees	\$ 1,218,037	\$ 2,344,260

(1) "Audit Fees" consist of professional services rendered in connection with the audit of our consolidated financial statements and review of our quarterly consolidated financial statements and services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for those fiscal years. Fees for 2014 also included fees billed for professional services rendered in connection with our Form S-1 registration statement related to our initial public offering of Class A common stock completed in June 2015 and our Form S-8 registration statement filed in June 2015.

(2) "Tax Fees" consist of fees for professional services for tax compliance, tax advice and tax planning.

## Auditor Independence

In 2015, there were no other professional services provided by Deloitte & Touche that would have required our audit committee to consider their compatibility with maintaining the independence of Deloitte & Touche.

## Audit and Non-Audit Services Pre-Approval Policy

Our audit committee has established a policy governing our use of the services of our independent registered public accounting firm. Under this policy, our audit committee (or its delegate) may pre-approve services to be performed by our independent registered public accounting firm without consideration of specific case-by-case services or may require the specific pre-approval of the committee, in either case, in order to ensure that the provision of such services does not impair the public accountants' independence. All fees paid to Deloitte & Touche for our fiscal years ended December 31, 2015 and 2014 were pre-approved by our audit committee.

#### Required Vote

Ratification of the appointment of Deloitte & Touche as our independent registered public accounting firm for the year ending December 31, 2016 requires the affirmative "FOR" vote of a majority of the voting power of the shares present in person or represented by proxy at the annual meeting and entitled to vote on the proposal. You may vote "FOR," "AGAINST," or "ABSTAIN"

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on this proposal. Abstentions have the same effect as a vote against the proposal. Broker non-votes will not affect the outcome of voting on this proposal.

#### Board Recommendation

Our board of directors recommends a vote “FOR” the ratification of the appointment of Deloitte & Touche as our independent registered public accounting firm for the year ending December 31, 2016.

#### Audit Committee Report

The audit committee is a committee of the board of directors comprised solely of independent directors as required by the NASDAQ listing rules and the rules and regulations of the SEC. The audit committee operates under a written charter approved by MINDBODY’s board of directors, which is available on MINDBODY’s web site at <http://investors.mindbodyonline.com>. The composition of the audit committee, the attributes of its members and the responsibilities of the audit committee, as reflected in its charter, are intended to be in accordance with applicable requirements for corporate audit committees. The audit committee reviews and assesses the adequacy of its charter and the audit committee’s performance on an annual basis.

With respect to MINDBODY’s financial reporting process, MINDBODY’s management is responsible for (i) establishing and maintaining internal controls and (ii) preparing MINDBODY’s consolidated financial statements. MINDBODY’s independent registered public accounting firm, Deloitte & Touche, is responsible for performing an independent audit of MINDBODY’s consolidated financial statements in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States), or PCAOB, and to issue a report thereon. It is the responsibility of the audit committee to oversee these activities. It is not the responsibility of the audit committee to prepare MINDBODY’s financial statements. These are the fundamental responsibilities of management. In the performance of its oversight function, the audit committee has:

- reviewed and discussed the audited financial statements for fiscal year 2015 with the management of MINDBODY;
- discussed with Deloitte & Touche, MINDBODY’s independent registered public accounting firm, the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as adopted by the PCAOB; and
- received the written disclosures and the letter from Deloitte & Touche as required by applicable requirements of the PCAOB regarding the independent registered public accounting firm’s communications with the audit committee concerning independence, and has discussed with Deloitte & Touche that firm’s independence.

Based on the audit committee’s review of the audited financial statements and the various discussions with management and Deloitte & Touche, the audit committee recommended to the board of directors that the audited financial statements be included in our annual report on Form 10-K for the fiscal year ended December 31, 2015 for filing with the SEC. The audit committee has also appointed Deloitte & Touche as the company’s independent registered public accounting firm for the year ending December 31, 2016.

#### The Audit Committee

Graham Smith (Chair)

Eric Liaw

Tyler Newton

This audit committee report shall not be deemed to be “soliciting material” or to be “filed” with the SEC or subject to Regulation 14A promulgated by the SEC or to the liabilities of Section 18 of the Exchange Act, and shall not be deemed incorporated by reference into any prior or subsequent filing by MINDBODY under the Securities Act of 1933, as amended, or the Securities Act, or the Exchange Act, except to the extent MINDBODY specifically requests that the information be treated as “soliciting material” or specifically incorporates it by reference.

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## EXECUTIVE COMPENSATION

### Processes and Procedures for Executive and Director Compensation

Our compensation committee is responsible for the executive compensation programs for our executive officers and regularly reports to our full board regarding its activities and recommendations. Its principal responsibilities relating to our executive officers include setting compensation for our executive officers; overseeing, reviewing and approving new compensation plans and programs for our executive officers; approving equity awards for our executive officers; and establishing and reviewing policies for the administration of executive compensation programs. In addition, our compensation committee evaluates director compensation, including equity compensation, and makes recommendations to our board regarding director compensation.

In determining each executive officer's compensation, our compensation committee reviews our corporate financial performance and financial condition and assesses the individual performance and contributions of the individual executive officers. Individual executive officer performance is evaluated by our President and Chief Executive Officer, in consultation with our Chief Financial Officer and Senior Vice President, People & Culture, in the case of other executive officers, and by the compensation committee, in the case of our President and Chief Executive Officer. While our President and Chief Executive Officer provides input on his compensation, he does not participate in compensation committee or board deliberations regarding his own compensation. Our President and Chief Executive Officer meets with the compensation committee to discuss executive compensation matters and to make recommendations to the compensation committee with respect to other executive officers. The compensation committee may modify individual compensation components for executive officers and is not bound to accept the President and Chief Executive Officer's recommendations. Our compensation committee then reviews the recommendations and other data and makes decisions as to the total compensation for each executive officer, as well as each individual component of compensation. The compensation committee makes all final compensation decisions for our executive officers.

Our compensation committee has the authority to retain the services of outside consultants. In 2015, our compensation committee engaged Compensia, an independent compensation consulting firm, as its compensation consultant to review our then-existing executive compensation programs, including assisting us in identifying a peer group of companies for purposes of benchmarking our levels of executive compensation and providing a competitive market compensation assessment of the short- and long-term compensation of our executive officers. The compensation committee has the sole authority to approve the terms of the engagement of Compensia. Although our compensation committee considers the advice and recommendations of our independent compensation consultants as to our executive compensation programs, our compensation committee ultimately makes its own decisions about these matters.

Our compensation committee periodically, and at least annually, considers and assesses Compensia's independence, including whether Compensia has any potential conflicts of interest with our company or members of the compensation committee. In connection with its engagement in 2015, our compensation committee conducted such a review in April 2015. Based on that review, our compensation committee concluded that it was not aware of any conflict of interest that had been raised by work performed by Compensia or the individual consultants employed by Compensia that perform services for the compensation committee.

### Summary Compensation Table

The following table presents summary information regarding the compensation reportable for our principal executive officer and our two other most highly compensated executive officers for fiscal 2015 and prior years where applicable, as determined under SEC rules. We refer to these individuals as our "named executive officers" for fiscal 2015.

Name and Principal Position	Year	Non-Equity Incentive						Total
		Salary	Option			Plan	All Other	
		(\$)	Bonus	Awards	Compensation	Compensation	(\$)	
Richard Stollmeyer Chairman, Chief Executive Officer and President	2015	390,000	—	1,688,534	390,491	30,067	(3)	2,499,092
	2014	360,000	—	699,668	89,734	16,750		1,166,152
Robert Murphy Chief Operating Officer	2015	345,000	—	683,192	296,624	32,901	(4)	1,357,717
	2014	330,000	—	699,668	89,734	10,541		1,129,943
Brett White (5) Chief Financial Officer	2015	320,000	—	611,450	274,551	27,362	(6)	1,233,363

(1) The amounts in the “Option Awards” column reflect the aggregate grant date fair value of stock options granted during the fiscal year computed in accordance with the provisions of ASC 718. The assumptions that we used to calculate these amounts are

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discussed in Note 9 to our financial statements appearing at the end of our Annual Report on Form 10-K for the year ended December 31, 2015. These amounts do not reflect the actual economic value that will be realized by the named executive officer upon the vesting of the stock options, the exercise of the stock options, or the sale of the common stock underlying such stock options.

(2) Amounts approved by our compensation committee under our Executive Bonus Plan (as described below).

(3) Consists of Health Savings Account contributions, medical plan benefits, 401(k) matching contributions, short and long term disability benefits, and legal fees.

(4) Consists of personal use of a company-leased car, medical plan benefits, 401(k) matching contributions, and short and long term disability benefits, and legal fees.

(5) Mr. White was not a named executive officer in 2014.

(6) Consists of Health Savings Account contributions, medical plan benefits, 401(k) matching contributions, and short and long term disability benefits.

Non-Equity Incentive Plan Compensation

#### Executive Bonus Plan

Our Executive Bonus Plan was adopted by our compensation committee in December 2014. Our Executive Bonus Plan allows our compensation committee to provide cash incentive awards to employees selected by our compensation committee, including our named executive officers, which may but need not be based upon performance goals established by our compensation committee.

Under our Executive Bonus Plan, our compensation committee determines the performance goals (if any) applicable to any award or portion of an award, which goals may include, without limitation, the attainment of research and development milestones, bookings, business divestitures and acquisitions, cash flow, cash position, operating results and operating metrics, product defect measures, product release timelines, productivity, return on assets, return on capital, return on equity, return on investment, return on sales, sales results, sales growth, stock price, time to market, total stockholder return, working capital and individual objectives such as peer reviews or other subjective or objective criteria. The performance goals may differ from participant to participant and from award to award.

Our compensation committee currently administers our Executive Bonus Plan. The administrator of our Executive Bonus Plan may, in its sole discretion and at any time, increase, reduce or eliminate a participant's actual award, and/or increase, reduce or eliminate the amount allocated to the bonus pool for a particular performance period. The actual award may be below, at or above a participant's target award, in the discretion of the administrator. The administrator may determine the amount of any increase, reduction, or elimination on the basis of such factors as it deems relevant, and it is not required to establish any allocation or weighting with respect to the factors it considers.

Actual awards are paid in cash only after they are earned, which usually requires continued employment through the last day of the performance period and the date the actual award is paid. Payment of awards occurs as soon as administratively practicable after they are earned, but no later than the dates set forth in our Executive Bonus Plan.

Pursuant to the employment agreements entered into between us and our named executive officers, our named executive officers are each eligible to receive annual bonuses as a percentage of their annual base salary based upon achievement of the performance goals determined by our compensation committee. For additional information regarding the terms of these employment letter agreements, see below under "Named Executive Officer Employment Arrangements and Potential Payments upon Termination or Change in Control."

Our board of directors and our compensation committee in their sole discretion have the authority to amend, suspend or terminate our Executive Bonus Plan, provided such action does not impair the existing rights of any participant with respect to any earned awards.



## 2015 Non-Equity Incentive Plan Payments

For 2015, the target and actual incentive amounts for our named executive officers were the following:

	Target Award Opportunity	Actual Award Amount
Named Executive Officer	(\$)	(\$)
Richard Stollmeyer	277,000	390,491
Robert Murphy	208,950	296,624
Brett White	199,750	274,551

For 2015, our compensation committee approved the performance targets under our Executive Bonus Plan for Messrs. Stollmeyer, Murphy and White. Incentives under our Executive Bonus Plan were payable based on our achievement of targets related to certain performance metrics, including revenue growth, sales efficiency, certain subscriber-related measures and earnings before interest, taxes, depreciation and amortization. Subject to achieving the applicable performance targets, each participant was eligible to receive a target incentive payment. For Messrs. Stollmeyer and Murphy, half of the target incentive was to be paid in equal installments on a quarterly basis during the year, subject to the achievement of the applicable quarterly performance targets. The other half of the target incentive was to be payable at the end of the year, subject to the achievement of the applicable annual performance targets. For Mr. White, eighty percent (80%) of the target incentive was to be paid in equal installments on a quarterly basis during the year, subject to the achievement of the applicable quarterly performance targets. The other twenty percent (20%) of the target incentive was to be payable at the end of the year, subject to the achievement of the applicable annual performance targets. Performance in excess of the performance targets was to result in payments in excess of the target incentive, subject to a cap of 200% of the target incentive. During 2015, we achieved the performance targets at a level that triggered the payments set forth in the Summary Compensation Table under the column “Non-Equity Incentive Plan Compensation” and in the table above. In addition, under our Executive Bonus Plan, Mr. White was eligible to receive a cash bonus payment subject to completion of our initial public offering. Accordingly, following the completion of our initial public offering in June 2015, Mr. White was awarded a cash bonus in an amount equal to \$15,000 under our Executive Bonus Plan.

## Named Executive Officer Employment Arrangements and Potential Payments upon Termination or Change in Control

## Richard Stollmeyer

We entered into an employment agreement with Richard Stollmeyer, our President and Chief Executive Officer, effective as of May 22, 2015. The employment agreement has a term of three years, with automatic renewals for additional three-year terms, unless either party provides notice not to renew the agreement within 90 days of the end of such three-year term. Mr. Stollmeyer’s employment is at-will. Mr. Stollmeyer’s current annual base salary is \$420,000, and is subject to review and adjustment based on our normal performance review practices. In addition, Mr. Stollmeyer is eligible to earn annual incentive compensation with a target no less than 90% of his base salary, or target bonus. Mr. Stollmeyer’s current target bonus is 100% of his base salary.

Mr. Stollmeyer’s employment agreement provides that if his employment is terminated by us or our successor without “cause” (as defined below), by Mr. Stollmeyer for “good reason” (as defined below) or on account of death or disability (each, a “qualifying termination”), upon his executing a general release and waiver of claims against us (or our successor) in the form provided by us or our successor that becomes effective and irrevocable within the time period

prescribed in his employment agreement, Mr. Stollmeyer will receive (i) continuing payments of severance equal to 18 months of Mr. Stollmeyer's annual base salary as then in effect; (ii) a lump-sum amount equal to Mr. Stollmeyer's target annual incentive compensation, pro-rated for the days served during the year of employment; (iii) reimbursement of COBRA continuation premiums for up to 18 months for Mr. Stollmeyer and his eligible dependents (provided he is eligible for and timely elects COBRA continuation coverage), or cash payments in lieu thereof; and (iv) acceleration of 100% of the then-unvested shares subject to Mr. Stollmeyer's equity awards granted prior to May 22, 2015. If the qualifying termination occurs during the period that commences upon a change in control (as defined in the 2015 Plan) and ends on the first anniversary following a change in control, then in addition to the benefits described above, 100% of Mr. Stollmeyer's equity awards granted on or after May 22, 2015 will vest. Additionally, notwithstanding the standard vesting schedule of each applicable stock option, Mr. Stollmeyer's stock option grant (a) on June 27, 2013 covering 25,000 shares vests as to 100% of the shares on a sale of the company (as defined in the option agreement) and (b) on February 6, 2014 covering 125,000 shares vests as to 100% of the shares on the date that is six months following our initial public offering. Accordingly, the stock option grant on February 6, 2014 covering 125,000 shares became fully vested and exercisable on December 24, 2015.

In the event any of the payments provided for under the employment agreement or otherwise payable to Mr. Stollmeyer would constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code and could be subject to the related excise tax under Section 4999 of the Internal Revenue Code, he would be entitled to receive either full payment of benefits or such

lesser amount that would result in no portion of the benefits being subject to the excise tax, whichever results in the greater amount of after-tax benefits to him. This employment agreement does not require us to provide any tax gross-up payments.

In fiscal 2015, Mr. Stollmeyer received the following stock option grants: (i) an option to purchase up to 162,500 shares of our Class B common stock in February 2015 at an exercise price of \$14.476 per share; and (ii) an option to purchase up to 100,000 shares of our Class B common stock in May 2015 at an exercise price of \$14.496 per share.

Subsequent to the end of fiscal 2015, Mr. Stollmeyer received the following equity awards: (i) an option to purchase up to 97,379 shares of our Class A common stock in March 2016 at an exercise price of \$13.91 per share; and (ii) an award of 43,177 restricted stock units in March 2016.

Robert Murphy

We entered into an employment agreement with Robert Murphy, our Chief Operating Officer, effective as of May 22, 2015. The employment agreement has a term of three years, with automatic renewals for additional three-year terms, unless either party provides notice not to renew the agreement within 90 days of the end of such three-year term. Mr. Murphy's employment is at-will. Mr. Murphy's current annual base salary is \$350,000, and is subject to review and adjustment based on our normal performance review practices. In addition, Mr. Murphy is eligible to earn annual incentive compensation with a target no less than 65% of his base salary, or target bonus. Mr. Murphy's current target bonus is 65% of his base salary.

Mr. Murphy's employment agreement provides that if his employment is terminated by us or our successor without "cause" (as defined below), by Mr. Murphy for "good reason" (as defined below) or on account of death or disability (each, a "qualifying termination"), upon his executing a general release and waiver of claims against us (or our successor) in the form provided by us or our successor that becomes effective and irrevocable within the time period prescribed in his employment agreement, Mr. Murphy will receive (i) continuing payments of severance equal to 18 months of Mr. Murphy's annual base salary as then in effect; (ii) a lump-sum amount equal to Mr. Murphy's target annual incentive compensation, pro-rated for the days served during the year of employment; (iii) reimbursement of COBRA continuation premiums for up to 18 months for Mr. Murphy and his eligible dependents (provided he is eligible for and timely elects COBRA continuation coverage), or cash payments in lieu thereof; and (iv) acceleration of 100% of the then-unvested shares subject to Mr. Murphy's equity awards granted prior to May 22, 2015. If the qualifying termination occurs during the period that commences upon a change in control and ends on the first anniversary following a change in control, then in addition to the benefits described above, 100% of Mr. Murphy's equity awards granted on or after May 22, 2015 will vest. Additionally, notwithstanding the standard vesting schedule of each applicable stock option, Mr. Murphy's stock option grant (a) on June 27, 2013 covering 25,000 vests as to 100% of the shares on a sale of the company (as defined in the option agreement) and (b) on February 6, 2014 covering 125,000 shares vests as to 100% of the shares on the date that is six months following our initial public offering. Accordingly, the stock option grant on February 6, 2014 covering 125,000 shares became fully vested and exercisable on December 24, 2015.

In the event any of the payments provided for under the employment agreement or otherwise payable to Mr. Murphy would constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code and could be subject to the related excise tax under Section 4999 of the Internal Revenue Code, he would be entitled to receive either full payment of benefits or such lesser amount that would result in no portion of the benefits being subject to the excise tax, whichever results in the greater amount of after-tax benefits to him. This employment agreement does not require us to provide any tax gross-up payments.

In fiscal 2015, Mr. Murphy received the following stock option grants: (i) an option to purchase up to 81,250 shares of our Class B common stock in February 2015 at an exercise price of \$14.476 per share; and (ii) an option to purchase up to 25,000 shares of our Class B common stock in May 2015 at an exercise price of \$14.496 per share.

Subsequent to the end of fiscal 2015, Mr. Murphy received the following equity awards: (i) an option to purchase up to 24,344 shares of our Class A common stock in March 2016 at an exercise price of \$13.91 per share; and (ii) an award of 10,794 restricted stock units in March 2016.

#### Brett White

We entered into an employment agreement with Brett White, our Chief Financial Officer, effective as of May 22, 2015. The employment agreement has a term of three years, with automatic renewals for additional three-year terms, unless either party provides notice not to renew the agreement within 90 days of the end of such three-year term. Mr. White's employment is at-will. Mr. White's current annual base salary is \$350,000. Mr. White's current target bonus is 65% of his base salary. The target bonus may be adjusted up or down, as determined in the sole discretion of our board or the compensation committee.

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Mr. White's employment agreement provides that if his employment is terminated by us or our successor without "cause" (as defined below), by Mr. White for "good reason" (as defined below) or on account of death or disability (each, a "qualifying termination"), upon his executing a general release and waiver of claims against us (or our successor) in the form provided by us or our successor that becomes effective and irrevocable within the time period prescribed in his employment agreement, Mr. White will receive (i) continuing payments of severance equal to 18 months of Mr. White's annual base salary as then in effect; (ii) reimbursement for all reasonable relocation costs directly related to his relocating away from the area of the Company's headquarters; (iii) reimbursement of COBRA continuation premiums for up to 18 months for Mr. White and his eligible dependents (provided he is eligible for and timely elects COBRA continuation coverage), or cash payments in lieu thereof; and (iv) acceleration of 100% of the then-unvested shares subject to Mr. White's equity awards granted prior to May 22, 2015. If the qualifying termination occurs during the period that commences upon a change in control and ends on the first anniversary following a change in control, then in addition to the benefits described above, 100% of Mr. White's equity awards granted on or after May 22, 2015 will vest. Additionally, notwithstanding the standard vesting schedule of each applicable stock option, Mr. White's stock option grant (a) on June 27, 2013 covering 339,467 shares vests as to 100% on the earlier of a sale of the company (as defined in the option agreement) and one year following the completion of our initial public offering and (b) on February 6, 2014 covering 25,000 shares vests as to 100% of the shares on the date that is six months following our initial public offering. Accordingly, the stock option grant on February 6, 2014 covering 25,000 shares became fully vested and exercisable on December 24, 2015.

In the event any of the payments provided for under the employment agreement or otherwise payable to Mr. White would constitute "parachute payments" within the meaning of Section 280G of the Internal Revenue Code and could be subject to the related excise tax under Section 4999 of the Internal Revenue Code, he would be entitled to receive either full payment of benefits or such lesser amount that would result in no portion of the benefits being subject to the excise tax, whichever results in the greater amount of after-tax benefits to him. This employment agreement does not require us to provide any tax gross-up payments.

In fiscal 2015, Mr. White received the following stock option grants: (i) an option to purchase up to 37,500 shares of our Class B common stock in February 2015 at an exercise price of \$14.476 per share; and (ii) an option to purchase up to 57,500 shares of our Class B common stock in May 2015 at an exercise price of \$14.496 per share.

Subsequent to the end of fiscal 2015, Mr. White received the following equity awards: (i) an option to purchase up to 68,165 shares of our Class A common stock in March 2016 at an exercise price of \$13.91 per share; and (ii) an award of 30,224 restricted stock units in March 2016.

For purposes of the employment agreements with our named executive officers, "cause" means generally:

- executive's conviction of, or plea of nolo contendere, to a felony (excluding negligent driving offenses or driving offenses solely related to the speed limit) and which has an adverse effect on our business or affairs;
- executive's gross and willful misconduct;
- executive's unauthorized and intentional use or disclosure of any of our proprietary information or trade secrets or any other party to whom executive owes an obligation of nondisclosure;
- executive's willful breach of any material obligations under any material written agreement or covenant with us;
- executive's refusal to perform his or her employment duties after receiving notice and an opportunity to cure; or
- a failure to cooperate in good faith with a governmental or internal investigation.

No termination for cause is effective unless executive is given written notice from the board of directors of the condition that could constitute cause and, if capable of being cured, at least 30 days to cure.

For purposes of the employment agreements with our named executive officers, "good reason" means generally a resignation within 30 days following the expiration of any cure period following the occurrence of one or more of the

following, without executive's consent:

- a material reduction of executive's duties, authority or responsibilities;
- a material reduction in executive's base salary (except where there is a reduction to the management team generally, not to exceed 15%);
- a material change in the geographic location of executive's work location (a relocation of less than 30 miles will not be considered material).

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A resignation for good reason requires informing us within 90 days of the initial existence of the grounds for good reason and a cure period of 30 days following the date we receive such notice.

#### 2015 Equity Incentive Plan

Our 2015 Plan provides that in the event of a “merger” or “change in control,” as defined under our 2015 Plan, each outstanding award will be treated as the administrator determines, except that if a successor corporation or its parent or subsidiary does not assume or substitute an equivalent award for any outstanding award, then such award will fully vest, all restrictions on such award will lapse, all performance goals or other vesting criteria applicable to such award will be deemed achieved at 100% of target levels, and such award will become fully exercisable, if applicable, for a specified period prior to the transaction. The award will then terminate upon the expiration of the specified period of time. If the service of an outside director is terminated on or following a change in control, other than pursuant to a voluntary resignation, his or her options, restricted stock units and stock appreciation rights, if any, will vest fully and become immediately exercisable, all restrictions on his or her restricted stock will lapse, and all performance goals or other vesting requirements for his or her performance shares and units will be deemed achieved at 100% of target levels, and all other terms and conditions met.

#### 2015 Employee Stock Purchase Plan

Our 2015 Employee Stock Purchase Plan, or ESPP, provides that in the event of a merger or change in control, as defined under our ESPP, a successor corporation may assume or substitute each outstanding purchase right. If the successor corporation refuses to assume or substitute for the outstanding purchase right, the offering period then in progress will be shortened, and a new exercise date will be set. The administrator will notify each participant that the exercise date has been changed and that the participant’s option will be exercised automatically on the new exercise date unless prior to such date the participant has withdrawn from the offering period.

#### 2009 Stock Option Plan

Our 2009 Plan provides that in the event of a corporate transaction (as defined in our 2009 Plan), which generally includes a merger, consolidation or sale of all or substantially all of our assets, each outstanding award will either be (i) assumed or substituted for an equivalent award or (ii) terminated in exchange for a payment for the vested portion of the award (less any exercise price for that portion of the award). In the event that the successor corporation does not agree to such assumption, substitution, or exchange, the awards will terminate upon the consummation of the transaction. Certain stock options accelerate in full upon a sale of the company (as defined in the applicable stock option agreement).

## Outstanding Equity Awards at Fiscal Year-End

The following table sets forth certain information concerning outstanding equity awards for our named executive officers at December 31, 2015:

Name	Grant Date (1)		Number of	Number of	Option	Option
			Securities	Securities		
Name	Grant Date (1)		Underlying	Underlying	Exercise	Expiration
			Unexercised	Unexercised		
			Options #	Options #		
Richard Stollmeyer	11/19/2010	(2)	358,252	—	0.544	11/19/2020
	11/15/2011	(2)	197,017	—	1.392	11/15/2021
	6/27/2013	(3)	15,625	9,375	7.708	6/27/2023
	2/6/2014	(4)	125,000	—	11.52	2/6/2024
	2/5/2015	(5)	33,855	128,645	14.476	2/5/2025
	5/22/2015	(6)	14,582	85,418	14.496	5/22/2025
Robert Murphy	11/15/2011	(2)	196,727	—	1.392	11/15/2021
	6/27/2013	(3)	15,625	9,375	7.708	6/27/2023
	2/6/2014	(4)	125,000	—	11.52	2/6/2024
	2/5/2015	(5)	16,927	64,323	14.476	2/5/2025
	5/22/2015	(6)	3,645	21,355	14.496	5/22/2025
Brett White	6/27/2013	(3)	212,167	127,300	7.708	6/27/2023
	2/6/2014	(4)	25,000	—	11.52	2/6/2024
	2/5/2015	(5)	7,812	29,688	14.476	2/5/2025
	5/22/2015	(6)	8,385	49,115	14.496	5/22/2025

(1) Each of the outstanding equity awards was granted pursuant to our 2009 Plan.

(2) 100% of the shares subject to the option were vested as of the grant date.

(3) One-fourth (1/4th) of the shares subject to the option vested on June 27, 2014, and 1/48th of the shares subject to the option vest monthly thereafter, subject to continued service with us on each such vesting date. This option includes accelerated vesting on a sale of the company and, in the case of Mr. White, one year following our initial public offering, as described in the section titled “Named Executive Officer Employment Arrangements and Potential Payments upon Termination or Change in Control” above.

(4) 100% of the shares subject to the option were vested as of December 24, 2015 in accordance with the accelerated vesting, as described in the section titled “Named Executive Officer Employment Arrangements and Potential Payments upon Termination or Change in Control” above.

(5) One-forty-eighth (1/48th) of the shares subject to the option vest on March 5, 2015 and 1/48th of the shares subject to the option vest monthly thereafter, subject to continued service with us on each such vesting date.

(6) One-forty-eighth (1/48th) of the shares subject to the option vest on June 22, 2015 and 1/48th of the shares subject to the option vest monthly thereafter, subject to continued service with us on each such vesting date.

#### 401(k) Savings Plan

We maintain a tax-qualified retirement plan, or our 401(k) plan, that provides eligible employees with an opportunity to save for retirement on a tax-advantaged basis. Eligible employees are able to participate in our 401(k) plan as of the first day of the month following the date they meet our 401(k) plan's eligibility requirements, and participants are able to defer up to 100% of their eligible compensation subject to applicable annual Internal Revenue Code limits. All participants' interests in their deferrals are 100% vested when contributed. Our 401(k) plan permits us to make matching contributions and discretionary contributions to eligible participants. We make a safe harbor matching contribution of 100% of each eligible employee's elective deferral that does not exceed 3% of compensation, plus 50% of the elective deferral that exceeds 3% of compensation but does not exceed 5% of compensation.

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## Compensation Committee Report

The compensation committee has reviewed and discussed the foregoing “Executive Compensation” section of this proxy statement with management. Based on this review and discussion, the compensation committee recommended to our board of directors that such information be included in this proxy statement.

## The Compensation Committee

Tyler Newton (Chair)

Katherine Blair Christie

Graham Smith

The information contained in the Compensation Committee Report shall not be deemed to be soliciting material or to be filed with the SEC, nor shall such information be incorporated by reference into any future filing under the Securities Act or the Exchange Act, except to the extent that MINDBODY specifically incorporates it by reference in such filing.

## Equity Compensation Plan Information

The following table summarizes information about our equity compensation plans as of December 31, 2015. Information is included for equity compensation plans approved by our stockholders. We do not have any non-stockholder approved equity compensation plans.

Plan Category	Class of Common Stock	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted- average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))	
				(a)	(3)
Equity compensation plans approved by security holders:	Class A	100,000	(1) \$ 14.54	5,541,458	(3)
	Class B	4,211,463	(2) \$ 9.75	—	
Equity compensation plans not approved by security holders:	N/A	—	—	—	
Total	Class A and Class B	4,311,463	\$ 9.87	5,541,458	

- (1) Consists of options to purchase a total of 100,000 shares of our Class A common stock under the MINDBODY, Inc. 2015 Equity Incentive Plan, or 2015 Plan. Excludes purchase rights currently accruing under the MINDBODY, Inc. Employee Stock Purchase Plan, or ESPP.
- (2) Consists of options to purchase a total of 4,211,463 shares of our Class B common stock under the MINDBODY, Inc. 2009 Stock Option Plan.
- (3) Consists of 4,788,322 shares of our Class A common stock reserved for issuance under our 2015 Plan and 753,136 shares of our Class A common stock reserved for issuance under our ESPP. Our 2015 Plan provides that on the first day of each fiscal year beginning in fiscal 2016, the number of shares of Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 3,915,682 shares, (ii) 5% of the outstanding shares of common stock as of the last day of our immediately preceding fiscal year, or (iii) such other amount as our board of directors or compensation committee may determine. Our ESPP provides that on the first day of each fiscal year beginning in fiscal 2016, the number of shares of Class A common stock available for issuance thereunder is automatically increased by a number equal to the least of (i) 783,136 shares, (ii) 1% of the outstanding shares of common stock as of the last day of our immediately preceding fiscal year, or (iii) such other amount as our board of directors or compensation committee may determine. On January 1, 2016, the number of shares of Class A common stock available for issuance under our 2015 Plan and our ESPP increased by 1,961,368 and 392,273 shares, respectively, pursuant to these provisions. These increases are not reflected in the table above.

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## RELATED PERSON TRANSACTIONS

### Related Person Transactions

The following is a summary of transactions since January 1, 2015 to which we have been or will be a party, in which the amount involved exceeded or will exceed \$120,000, and in which any of our executive officers, directors, nominees for director, promoters or beneficial holders of more than 5% of any class of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals or entities, had or will have a direct or indirect material interest, other than compensation arrangements which are described under the section of this proxy statement titled "Executive Compensation."

### Partner and Vendor Arrangements with Constant Contact

In October 2014, we entered into an amended and restated business partner services agreement with Constant Contact, Inc., pursuant to which certain Constant Contact product offerings are made available, for a fee, to our subscribers on our platform, in exchange for a revenue sharing arrangement with us, hereinafter referred to as the Partner Arrangement. From January 1, 2015 through March 31, 2016, we recorded revenues of approximately \$1.65 million and incurred expenses of approximately \$0.1 million, in each case, under this Partner Arrangement. In addition, our company utilizes Constant Contact's email marketing offerings under separate vendor arrangements, hereinafter referred to as the Vendor Arrangements. From January 1, 2015 through March 31, 2016, we incurred expenses of approximately \$0.05 million from the Vendor Arrangements. Gail Goodman, who was appointed to our board of directors in April 2016, served as the President, Chief Executive Officer and Chairwoman of Constant Contact until its acquisition by EIG in February 2016. Following such acquisition, Ms. Goodman ceased to be a director, executive officer, and employee of Constant Contact.

### Office Maintenance Services

From January 1, 2015 through March 31, 2016, we incurred approximately \$157,875 of expense for janitorial services rendered to us by KS Services. Karen Stollmeyer, sister-in-law of Richard Stollmeyer, is the sole proprietor of KS Services.

### Investors' Rights Agreement

We are party to an investors' rights agreement which provides, among other things, that certain holders of our capital stock, including entities affiliated with Bessemer Venture Partners, entities affiliated with Catalyst Investors, Institutional Venture Partners XIII, L.P., entities affiliated with J.P. Morgan, W Capital Partners III, L.P., Richard Stollmeyer and Robert Murphy, have the right to demand that we file a registration statement or request that their shares of our capital stock be covered by a registration statement that we are otherwise filing.

### Indemnification of Officers and Directors

We have entered into indemnification agreements with each of our directors and executive officers. The indemnification agreements and our amended and restated certificate of incorporation and amended and restated bylaws require us to indemnify our directors, executive officers and certain controlling persons to the fullest extent permitted by Delaware law.

### Policies and Procedures for Related Person Transactions

Our audit committee has adopted a formal written policy providing that our audit committee will be responsible for reviewing “related person transactions,” which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000 and in which a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person is defined as a director, executive officer, nominee for director or greater than 5% beneficial owner of any class of our common stock, in each case since the beginning of the most recently completed year, and any of their immediate family members. In determining whether to approve or ratify any such transaction, our audit committee will take into account, among other factors it deems appropriate, (i) whether the transaction is on terms no less favorable than terms generally available to unaffiliated third parties under the same or similar circumstances and (ii) the extent of the related party’s interest in the transaction. The policy will grant standing pre-approval of certain transactions, including (a) certain compensation arrangements of executive officers, (b) certain director compensation arrangements, (c) transactions with another company at which a related party’s only relationship is as a non-executive employee, director or beneficial owner of less than 10% of that company’s shares and the

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aggregate amount involved does not exceed the greater of \$200,000 or 2% of the company's total annual revenue, (d) transactions where a related party's interest arises solely from the ownership of our common stock and all holders of our common stock received the same benefit on a pro rata basis, and (e) transactions available to all U.S. employees generally.

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## SECURITY OWNERSHIP

The following table sets forth the beneficial ownership of our capital stock as of April 12, 2016 by:

- each person, or group of affiliated persons, who we know to beneficially own more than 5% of our Class A common stock or Class B common stock;
- each of our named executive officers;
- each of our directors and nominees for director; and
- all of our current executive officers and directors as a group.

The percentage ownership information shown in the table is based on 16,528,774 shares of our Class A common stock and 23,160,959 shares of our Class B common stock outstanding as of April 12, 2016.

We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. In addition, the rules include shares of common stock issuable pursuant to the exercise of stock options that are either immediately exercisable or exercisable on or before June 11, 2016, which is 60 days after April 12, 2016. These shares are deemed to be outstanding and beneficially owned by the person holding those options for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

Unless otherwise noted below, the address of each of the individuals and entities named in the table below is c/o MINDBODY, Inc., 4051 Broad Street, Suite 220, San Luis Obispo, California 93401. The information provided in the table is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

Name of Beneficial Owner	Shares Beneficially Owned				Percent of Total Voting Power
	Class A Common Stock		Class B Common Stock		
	Number	Percent	Number	Percent	
<b>Greater than 5% Stockholders:</b>					
Entities Affiliated with Abdiel Capital (1)	2,515,100	15.22%	—	—	1.01%
Entities Affiliated with Bessemer Venture Partners (2)	—	—	6,480,027	27.98%	26.11%
Entities affiliated with Catalyst Investors (3)	—	—	4,448,789	19.21%	17.93%
ClearBridge Investments, LLC (4)	1,091,891	6.61%	—	—	**
FMR LLC (5)	834,300	5.05%	—	—	**
Institutional Venture Partners XIII, L.P. (6)	—	—	3,205,365	13.84%	12.92%
W Capital Partners III, L.P. (7)	2,829,842	17.12%	—	—	1.14%
Entities affiliated with J.P. Morgan (8)	—	—	3,228,880	13.94%	13.01%
<b>Named Executive Officers and Directors:</b>					
Richard Stollmeyer (9)	113,744	*	3,196,170	13.80%	12.93%
Robert Murphy (10)	96,490	*	1,896,772	8.19%	7.68%
Katherine Blair Christie (11)	—	—	20,000	*	**
Gail Goodman	—	—	—	—	—
Jeremy Levine (12)	—	—	6,480,027	27.98%	26.11%

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Eric Liaw	—	—	—	—	—
Tyler Newton	193	*	—	—	**
Graham Smith (13)	—	—	23,332	*	**
Brett White (14)	—	—	299,404	1.29%	1.21%
All directors and executive officers as a group (12 people) (15)	113,937	*	12,040,560	51.99%	48.57%

\*Represents beneficial ownership of less than 1%.

\*\* Represents voting power of less than 1%.

(1) Based solely on the information set forth in Amendment No. 4 to Schedule 13D filed with the SEC on March 7, 2016, and reporting ownership as of March 4, 2016. Consists of 2,392,735 shares held by Abdiel Qualified Master Fund, LP (“AQMF”)

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and 122,365 shares held by Abdiel Capital, LP (“ACLP”). Abdiel Capital Management, LLC (“ACMLLC”) acts as the general partner of, and Abdiel Capital Advisors, LP (“ACALP”) acts as the investment manager of, AQMF and ACLP. Colin T. Moran serves as managing member of ACMLLC and Abdiel Capital Partners, LLC (“ACPLLC”). ACPLLC serves as the general partner of ACALP. AQMF, ACMLLC, ACALP and Mr. Moran share voting and dispositive power of the shares held by AQMF. ACLP, ACMLLC, ACALP, and Mr. Moran share voting and dispositive power over the shares held by ACLP. The address for these entities is 410 Park Avenue, Suite 930, New York, New York 10022.

(2) Consists of (i) 3,499,215 shares held of record by BVP VII Special Opportunity Fund L.P., (ii) 2,073,610 shares held of record by Bessemer Venture Partners VII L.P., and (iii) 907,202 shares held of record by Bessemer Venture Partners VII Institutional L.P. (collectively, the “Bessemer Venture Partners Entities”). Each of Deer VII & Co. L.P. (“Deer VII L.P.”), the general partner of the Bessemer Venture Partners Entities, and Deer VII & Co. Ltd. (“Deer VII Ltd.”), the general partner of Deer VII L.P., may be deemed to have voting and dispositive power over the shares held by the Bessemer Venture Partners Entities. J. Edmund Colloton, David J. Cowan, Byron B. Deeter, Robert P. Goodman, Jeremy S. Levine and Robert M. Stavis are the directors of Deer VII Ltd. Investment and voting decisions with respect to the shares held by the Bessemer Venture Partners Entities are made by the directors of Deer VII Ltd. acting as an investment committee. The address for these entities is c/o Bessemer Venture Partners, 1865 Palmer Avenue, Suite 104, Larchmont, New York 10538.

(3) Consists of (i) 3,664,300 shares held of record by Catalyst Investors QP II, L.P. and (ii) 784,489 shares held of record by Catalyst Investors II, L.P. (collectively, the “Catalyst Entities”). Catalyst Investors Partners II, L.P. is the general partner of each of the Catalyst Entities. Catalyst Investors Partners, L.L.C. is the general partner of Catalyst Investors Partners II, L.P. Brian A. Rich, D. Ryan McNally and Christopher J. Shipman are the managing members of Catalyst Investors Partners, L.L.C. and share voting and dispositive power over the shares held by the Catalyst Entities. The address for these entities is 711 Fifth Avenue, Suite 600, New York, New York 10022.

(4) Based solely on the information set forth in Amendment No. 2 to Schedule 13G filed with the SEC on April 11, 2016, and reporting ownership as of March 31, 2016. Consists of 1,091,891 shares held by ClearBridge Investments, LLC, in which the reporting person reports that it has sole voting power and sole dispositive power with respect to all of the shares shown. The address for this entity is 620 8th Avenue, New York, New York 10018.

(5) Based solely on the information set forth in the Schedule 13G filed with the SEC on February 12, 2016, reporting ownership as of December 31, 2015. FMR LLC and Abigail P. Johnson have dispositive power over all 834,300 shares of Class A common stock, and Fidelity Series Small Cap Opportunities Fund has sole voting power over 492,217 of the shares of Class A common stock. Ms. Johnson is a Director, the Vice Chairman, the Chief Executive Officer and the President of FMR LLC. Members of the Johnson family, including Ms. Johnson, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders’ voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders’ voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Voting power over the shares resides with the Boards of Trustees of various investment companies registered under the Investment Company Act of 1940 (the “Fidelity Funds”). The Fidelity Funds are advised by Fidelity Management & Research Company, a wholly owned subsidiary of FMR LLC, which carries out the voting of the shares under written guidelines established by the Fidelity Funds’ Boards of Trustees.

(6) Consists of 3,205,365 shares held of record by Institutional Venture Partners XIII, L.P. Institutional Venture Management XIII, LLC is the general partner of Institutional Venture Partners XIII, L.P. Todd C. Chaffee, Norman A. Fogelson, Stephen J. Harrick, J. Sanford Miller and Dennis B. Phelps are the managing directors of Institutional Venture Management XIII, LLC and share voting and dispositive power over the shares held by Institutional Venture Partners XIII, L.P. The address for these entities is c/o Institutional Venture Partners, 3000 Sand Hill Road, Building 2, Suite 250, Menlo Park, California 94025.

- (7) Based solely on the information set forth in the Schedule 13G filed with the SEC on February 9, 2016, reporting ownership as of December 31, 2015, and a review of any Forms 4 or 5 filed by the reporting persons. Consists of 2,829,842 shares held by W Capital Partners III, L.P. WCP GP III, L.P. is the sole general partner of W Capital Partners III, L.P. WCP GP III, LLC is the sole general partner of WCP GP III, L.P. Robert J. Migliorino, David S. Wachter and Stephen Wertheimer are the managing members of WCP GP III, LLC and share voting and dispositive power over the shares held by W Capital Partners III, L.P. The address for these entities is 400 Park Avenue, Suite 910, New York, New York 10022.
- (8) Consists of (i) 2,712,259 shares held of record by PEG Digital Growth Fund II L.P. and (ii) 516,621 shares held of record by PEG Secondary Private Investors II L.P. (collectively, the "JPM Entities"). J.P. Morgan Investment Management, Inc. ("JPMIM") is the investment advisor of each of the JPM Entities and holds voting and dispositive power over the shares held by the JPM Entities. JPMIM acts in respect of the shares through a committee of over 30 individuals in its Private Equity Group,

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each with an equal vote. The address for these entities is 320 Park Avenue, 15th Floor, NY1-U016, New York, New York 10022.

- (9) Consists of (i) 1,133,008 shares of Class B common stock held of record by Mr. Stollmeyer, (ii) 17,254 shares of Class A common stock held of record by Mr. Stollmeyer, (iii) 1,250 shares of Class B common stock held of record by Mr. Stollmeyer as custodian for the benefit of his minor child, (iv) 23,750 shares of Class B common stock held of record by Mr. Stollmeyer's spouse, (v) 1,250 shares of Class B common stock held of record by Mr. Stollmeyer's spouse as custodian for the benefit of her minor child, (vi) 768,950 shares of Class B common stock held of record by Lori Ann Stollmeyer Ryan, (vii) 777,666 shares of Class B common stock issuable pursuant to outstanding stock options held by Mr. Stollmeyer which are exercisable within 60 days of April 12, 2016, (viii) 490,296 shares of Class B common stock held pursuant to the proxy described below, and (ix) 96,490 shares of Class A common stock held pursuant to the proxy described below. Lori Ann Stollmeyer Ryan has granted Mr. Stollmeyer a proxy to vote the shares held of record by her pursuant to a voting agreement, which will terminate upon the earlier of (i) the ten year anniversary of the completion of our initial public offering, (ii) a change of control of our company and (iii) the agreement of the parties. Mr. Stollmeyer and Mr. Murphy hold an irrevocable proxy to vote an aggregate of 589,046 shares of our Class B common stock and 96,490 shares of our Class A common stock held of record by certain of our stockholders.
- (10) Consists of (i) 921,774 shares of Class B common stock held of record by Mr. Murphy, (ii) 13,750 shares of Class B common stock held of record by Mr. Murphy's spouse, (iii) 159,500 shares of Class B common stock held of record by the Robert John Murphy Family Trust, for which Mr. Murphy's spouse serves as co-trustee, (iv) 301,452 shares of Class B common stock issuable pursuant to outstanding stock options held by Mr. Murphy which are exercisable within 60 days of April 12, 2016, (v) 500,296 shares of Class B common stock held pursuant to the proxy described below, and (vi) 96,490 shares of Class A common stock held pursuant to the proxy described below. Mr. Stollmeyer and Mr. Murphy hold an irrevocable proxy to vote an aggregate of 589,046 shares of our Class B common stock and 96,490 shares of our Class A common stock held of record by certain of our stockholders.
- (11) Consists of 20,000 shares issuable pursuant to an outstanding stock option held by Ms. Christie which are exercisable within 60 days of April 12, 2016.
- (12) Consists of the shares listed in footnote 2 above, which are held of record by the Bessemer Venture Partners Entities (as defined above). Each of Deer VII L.P. (as defined above), the general partner of the Bessemer Venture Partners Entities, and Deer VII Ltd. (as defined above), the general partner of Deer VII L.P., may be deemed to have voting and dispositive power over the shares held by the Bessemer Venture Partners Entities. J. Edmund Colloton, David J. Cowan, Byron B. Deeter, Robert P. Goodman, Jeremy S. Levine and Robert M. Stavis are the directors of Deer VII Ltd. Investment and voting decisions with respect to the shares held by the Bessemer Venture Partners Entities are made by the directors of Deer VII Ltd. acting as an investment committee. The address for each of these entities is c/o Bessemer Venture Partners, 1865 Palmer Avenue, Suite 104, Larchmont, New York 10538.
- (13) Consists of 23,332 shares issuable pursuant to an outstanding stock option held by Mr. Smith which are exercisable within 60 days of April 12, 2016.
- (14) Consists of 299,404 shares issuable pursuant to outstanding stock options held by Mr. White which are exercisable within 60 days of April 12, 2016.
- (15) Consists of (i) 113,937 shares of Class A common stock beneficially owned by our current executive officers and directors (without double counting the shares held pursuant to the proxy granted to Messrs. Stollmeyer and Murphy as described above), (ii) 10,375,142 shares of Class B common stock beneficially owned by our current executive officers and directors (without double counting the shares held pursuant to the proxy granted to Messrs. Stollmeyer and Murphy as described above), and (iii) 1,665,418 options to purchase shares of Class B common stock which are exercisable within 60 days of April 12, 2016.

## OTHER MATTERS

### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership and changes of ownership on Forms 3, 4 and 5 with the SEC. Such directors, executive officers and 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of the copies of such forms we have received and written representations from certain reporting persons that they filed all required reports, we believe that all of our executive officers, directors and greater than 10% stockholders complied with all Section 16(a) filing requirements applicable to them with respect to transactions during 2015, except that (i) Abdiel Capital Management, LLC filed a late Form 3 and three late Forms 4 reporting a total of 73 transactions, including a series of purchases and a sale of our Class A common stock from August 2015 through November 2015, and (ii) W Capital Partners III, L.P. filed a late Form 4 (in the form of a Form 5) reflecting its conversion of shares of Class B common stock into shares of Class A common stock.

### 2015 Annual Report

Our financial statements for our fiscal year ended December 31, 2015 are included in our 2015 annual report, which we will make available to stockholders at the same time as this proxy statement. You may also obtain a copy of our 2015 annual report, including the financial statements and the financial statement schedules, free of charge, by sending a written request to our Investor Relations department at MINDBODY, Inc., 4051 Broad Street, Suite 220, San Luis Obispo, California, 93401, Attention: Investor Relations.

### Company Website

We maintain a website at [www.mindbodyonline.com](http://www.mindbodyonline.com). Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement, and references to our website address in this proxy statement are inactive textual references only.

### Availability of Bylaws

A copy of our bylaws may be obtained by accessing MINDBODY's filings on the SEC's website at [www.sec.gov](http://www.sec.gov). You may also contact our corporate secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

### Directions to Annual Meeting

Directions to our annual meeting, which is to be held at our offices located at 651 Tank Farm Road, San Luis Obispo, California 93401, are as follows:

From 101 N, take exit 198 onto S. Higuera Street, then turn right onto Tank Farm Road, and 651 Tank Farm Road is on the right.

From 101 S, take Exit 200 and turn left onto Los Osos Valley Road, then turn left onto S. Higuera Street, then turn right onto Tank Farm Road, and 651 Tank Farm Road is on the right.

From the San Luis Obispo Regional Airport, exit the airport and turn left onto Broad Street/CA-227, then turn left onto Tank Farm Road, and 651 Tank Farm Road is on the left.

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## STOCKHOLDER PROPOSAL DEADLINES FOR 2017 ANNUAL MEETING

### Stockholder Proposals for Inclusion in Proxy Statement

Stockholders may present proper proposals for inclusion in our proxy statement and for consideration at the next annual meeting of stockholders by submitting their proposals in writing to our corporate secretary in a timely manner. For a stockholder proposal to be considered for inclusion in our proxy statement for our next annual meeting of stockholders, our corporate secretary must receive the written proposal at our principal executive offices not later than December 29, 2016. In addition, stockholder proposals must comply with the requirements of Rule 14a-8 under the Exchange Act regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

MINDBODY, Inc.

Attn: Corporate Secretary

4051 Broad Street, Suite 220

San Luis Obispo, California 93401

### Stockholder Proposals and Director Nominations Not for Inclusion in Proxy Statement

Our bylaws also establish an advance notice procedure for stockholders who wish to present a proposal before an annual meeting of stockholders, but do not intend for the proposal to be included in our proxy statement and for stockholders to nominate directors for election at an annual meeting of stockholders. In order to be properly brought before our 2017 annual meeting of stockholders, the stockholder must have given timely notice of such proposal or nomination, in proper written form. To be timely for our 2017 annual meeting of stockholders, a stockholder's notice of a matter that the stockholder wishes to present, or the person or persons the stockholder wishes to nominate as a director, must be delivered to our corporate secretary at our principal executive offices:

- not earlier than February 12, 2017, and
- not later than the close of business on March 14, 2017.

In the event that we hold our 2017 annual meeting of stockholders more than 30 days before or more than 60 days after the one-year anniversary date of the 2016 annual meeting, then such written notice must be received no later than the close of business on the 120th day before the 2017 annual meeting and no later than the close of business on the later of the following two dates:

- the 90th day prior to our 2017 annual meeting of stockholders, or
- the 10th day following the day on which public announcement of the date of our 2017 annual meeting of stockholders is first made.

If a stockholder who has notified us of his, her or its intention to present a proposal at an annual meeting does not appear to present his, her or its proposal at such annual meeting, we are not required to present the proposal for a vote at such annual meeting. To be in proper written form, a stockholder's notice must include the specified information concerning the proposal or nominee as described in our bylaws. Notices should be addressed to:

MINDBODY, Inc.

Attn: Corporate Secretary



4051 Broad Street, Suite 220

San Luis Obispo, California 93401

For information on how to access our bylaws, please see the section entitled “Availability of Bylaws,” and for additional information regarding stockholder recommendations for director candidates, please see the section entitled “Board of Directors and Corporate Governance—Stockholder Recommendations for Nominations to our Board.”

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We know of no other matters to be submitted at the 2016 annual meeting. If any other matters properly come before the 2016 annual meeting, the persons named in the proxy will have discretion to vote the shares of our common stock they represent in accordance with their own judgment on such matters. Discretionary authority with respect to such other matters is granted by a properly submitted proxy.

It is important that your shares be represented at the 2016 annual meeting, regardless of the number of shares that you hold. You are, therefore, urged to vote as promptly as possible to ensure your vote is recorded.

THE BOARD OF DIRECTORS

San Luis Obispo, California

April 28, 2016

MINDBODYIMPORTANT ANNUAL MEETING INFORMATION C123456789 000004 000000000.000000 ext 000000000.000000 ext ENDORSEMENT\_LINE SACKPACK MR A SAMPLE DESIGNATION (IF ANY) ADD 1 ADD 2 ADD 3 ADD 4 ADD 5 ADD 6 000000000.000000 ext 000000000.000000 ext 000000000.000000 ext 000000000.000000 ext Electronic Voting Instructions Available 24 hours a day, 7 days a week! Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy. VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR. Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on June 10, 2016. Vote by Internet • Go to [www.envisionreports.com/MB](http://www.envisionreports.com/MB) • Or scan the QR code with your smartphone • Follow the steps outlined on the secure website Vote by telephone • Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas. X • Follow the instructions provided by the recorded message • IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. • Proposals — The Board of Directors recommends a vote FOR each of the nominees listed in Proposal 1 and FOR Proposal 2. 1. Election of Directors: For Withhold For Withhold + 01 –Gail Goodman 02 –Jeremy Levine For Against Abstain 2. To ratify the appointment of Deloitte & Touche LLP as MINDBODY’s independent registered public accounting firm for the fiscal year ending December 31, 2016. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the 2016 Annual Meeting of Stockholders or any adjournments or postponements thereof. Non-Voting Items Change of Address — Please print your new address below. Comments — Please print your comments below. Meeting Attendance Mark the box to the right if you plan to attend the Annual Meeting. Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title. Date (mm/dd/yyyy) — Please print date below. Signature 1 — Please keep signature within the box. Signature 2 — Please keep signature within the box. MR A SAMPLE (THIS AREA IS SET UP TO ACCOMMODATE C1234567890 JNT 140 CHARACTERS) MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND 1UPX 2 7 5 3 1 4 1 MR A SAMPLE AND MR A SAMPLE AND MR A SAMPLE AND MMMMMMM + 02AU0G

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 10, 2016: The Notice, Proxy Statement and 2015 Annual Report are available at [www.envisionreports.com/MB](http://www.envisionreports.com/MB) IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. Proxy — MINDBODY, Inc. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF MINDBODY, INC. FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS The undersigned stockholder of MINDBODY, Inc. hereby appoints Richard Stollmeyer and Brett White, or each of them, as proxies and attorneys-in-fact of the undersigned, each with the power to act without the other and with the power of substitution, and hereby authorizes them to represent and vote all of the shares of Class A common stock and Class B common stock that the undersigned is entitled to vote at the 2016 Annual Meeting of Stockholders of MINDBODY, Inc. (the “2016 Annual Meeting of Stockholders”), with all the powers which the undersigned would possess if personally present at the 2016 Annual Meeting of Stockholders to be held at the offices of MINDBODY, Inc. located at 651 Tank Farm Road, San Luis Obispo, California 93401 at 10:00 a.m., local time, on June 10, 2016 and at any adjournment or postponement thereof. Receipt of the Notice of the 2016 Annual Meeting of Stockholders and Proxy Statement and the 2015 Annual Report is hereby acknowledged. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the 2016 Annual Meeting of Stockholders or any adjournment or postponements thereof. THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED “FOR” ALL DIRECTOR NOMINEES LISTED IN PROPOSAL 1, “FOR” PROPOSAL 2, AND IN THE DISCRETION OF THE PROXYHOLDERS ON ANY OTHER MATTER THAT PROPERLY COMES BEFORE THE MEETING. (Items to be voted appear on reverse side.)