

MINDBODY, Inc.
Form 4
August 24, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Levine Jeremy S.

(Last) (First) (Middle)

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

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	08/22/2016		C(1)	A	\$ 0 (1)	0 (2)	I See Footnotes (3) (4)
Class A Common Stock	08/22/2016		S	D	\$ 0 (2)	65,595 (5)	D (3) (4) (5)

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

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Class B Common Stock	<u>(1)</u>	08/22/2016		C	<u>0</u> <u>(2)</u>	<u>(1)</u> <u>(1)</u>	Class A Common Stock	<u>0</u> <u>(2)</u> \$ <u>0</u> <u>(1)</u>

Reporting Owners

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

Signatures

/s/ Jeremy Levine 08/24/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

(2) On August 22, 2016, Bessemer Venture Partners VII L.P. ("BVP VII") sold 160,000 shares, Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst") sold 70,000 shares, and BVP VII Special Opportunity Fund L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds") sold 270,000 shares at a sale price of \$16.95.

(3) After the above transaction, BVP VII owned 1,162,888 shares, BVP VII Inst owned 508,762 shares, and BVP VII SOF owned 1,962,373 shares.

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- Mr. Levine is a director of Deer VII & Co. Ltd. ("Deer VII Ltd"), the general partner of Deer VII & Co. L.P. ("Deer VII LP"), the general partner of the Funds. Mr. Levine disclaims beneficial ownership of the securities sold by the Funds, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer VII Ltd, his interest in Deer VII LP, and his indirect limited partnership interest in the Funds.
- (4)
 - (5) Includes 13,333 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock upon settlement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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