

MINDBODY, Inc.  
Form 4  
June 25, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Institutional Venture Partners XIII,  
L.P.

(Last) (First) (Middle)

3000 SAND HILL  
ROAD, BUILDING 2, SUITE 250

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4)  |   |                         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|---|-------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                              |   |                         |
| Common Stock                    | 06/24/2015                           |  | C                              |   | 2,130,965   | A  | <u>(1)</u><br><u>(2)</u> 3,205,365 | I | See footnote <u>(3)</u> |
| Common Stock <u>(4)</u>         | 06/24/2015                           |  | J                              |   | 3,205,365   | D  | <u>(4)</u> 0                       | I | See footnote <u>(3)</u> |

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

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

| 1. Title of 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) |           | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|-----------|--|-----------------|---|
|   |  |                                      |  |                                | (A)  | (D)       | Date Exercisable   | Expiration Date |   |
| Series F Preferred Stock <sup>(1)</sup>               | <u>(1)</u>   | 06/24/2015                           |  | C                              |  | 1,762,015 | <u>(1)</u>   | <u>(1)</u>      | Common Stock  |
| Series G Preferred Stock <sup>(2)</sup>               | <u>(2)</u>   | 06/24/2015                           |  | C                              |  | 368,950   | <u>(2)</u>   | <u>(2)</u>      | Common Stock  |
| Class B Common Stock <sup>(4)</sup><br><sup>(5)</sup> | <u>(5)</u>   | 06/24/2015                           |  | J                              |  | 3,205,365 | <u>(5)</u>   | <u>(5)</u>      | Class A Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Institutional Venture Partners XIII, L.P.<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025  |               | X         |         |       |
| Institutional Venture Management XIII, LLC<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025 |               | X         |         |       |
| Chaffee Todd C<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025                             |               | X         |         |       |
| FOGELSONG NORMAN A<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025                         |               | X         |         |       |
| Harrick Stephen J<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025                          |               | X         |         |       |

Miller J Sanford  
3000 SAND HILL ROAD  
BUILDING 2, SUITE 250  
MENLO PARK, CA 94025

X

Phelps Dennis B  
3000 SAND HILL ROAD  
BUILDING 2, SUITE 250  
MENLO PARK, CA 94025

X

## Signatures

/s/ Chris Esqueda,  
Attorney-in-Fact 06/25/2015

          \*\*Signature of Reporting Person Date

/s/ Chris Esqueda,  
Attorney-in-Fact 06/25/2015

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Attorney-in-Fact 06/25/2015

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/s/ Chris Esqueda,  
Attorney-in-Fact 06/25/2015

          \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
  - (2) The Series G Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.  
  
The shares are held of record by Institutional Venture Partners XIII, L.P. ("IVP XIII"). Institutional Venture Management XIII LLC ("IVM XIII") is the general partner of IVP XIII. Todd C. Chaffee, Norman A. Fogelsong, Stephen J. Harrick, J. Sanford Miller and
  - (3) Dennis B. Phelps, as the managing directors of IVM XIII, share voting and dispositive power with respect to the shares held by IVP XIII. Each of these reporting individuals disclaims beneficial ownership of the securities reported herein, except to the extent of his respective pecuniary interest therein.
  - (4) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock

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in an exempt transaction pursuant to Rule 16b-7.

- (5) 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.

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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