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MUNDDODY

Form 4	Y, Inc.										
June 25, 20	15										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMMISSION	OMB APPROVAL			
Charle 4		SIAILS			, D.C. 20549		JE CO	51011011551011	OMB Number:	3235-0287	
Check the if no lon	gor									January 31, 2005	
subject t Section Form 4	STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated a burden hour response	verage	
Form 5 obligation may com <i>See</i> Instruction 1(b).	ons Section 17((a) of the H	Public U	tility Hol		ny A	ct of	Act of 1934, 1935 or Section	I		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Institutional Venture Partners XIII, L.P.			2. Issuer Name and Ticker or Trading Symbol MINDBODY, Inc. [MB]					5. Relationship of Reporting Person(s) to Issuer			
(Last)				f Earliest Ti				(Check all applicable)			
3000 SAND HILL			(Month/Day/Year) 06/24/2015				-	DirectorX_ 10% Owner Officer (give title Other (specify			
	ULDING 2, SUIT	TE 250	00/24/2	015			۱	below)	below)		
				I. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person			
MENLO P.	ARK, CA 94025							_X_ Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative Sec	urities	s Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8) Code V	4. Securities A onor Disposed c (Instr. 3, 4 an Amount	of (D)		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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/24/2015			C	2,130,965	A	$\frac{(1)}{(2)}$	3,205,365	I	See footnote (3)	
Common Stock (4)	06/24/2015			J	3,205,365	D	<u>(4)</u>	0	Ι	See footnote (3)	

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4.5. Number of DerivativeTransactionSecurities Acquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sect (Instr. 3 and 4)		
	Security			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl
Series F Preferred Stock (1)	(1)	06/24/2015		C	(A)	(D)	<u>(1)</u>	(1)	Common Stock	1
Series G Preferred Stock (2)	(2)	06/24/2015		С		368,950	(2)	(2)	Common Stock	
Class B Common Stock (4) (5)	<u>(5)</u>	06/24/2015		J	3,205,365		(5)	(5)	Class A Common Stock	3

Reporting Owners

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

Miller J Sanford 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		х
Phelps Dennis B 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025		Х
Signatures		
/s/ Chris Esqueda, Attorney-in-Fact	06/25/2015	
**Signature of Reporting Person	Date	
/s/ Chris Esqueda, Attorney-in-Fact	06/25/2015	
**Signature of Reporting Person	Date	
/s/ Chris Esqueda, Attorney-in-Fact	06/25/2015	
**Signature of Reporting Person	Date	
/s/ Chris Esqueda, Attorney-in-Fact	06/25/2015	
**Signature of Reporting Person	Date	
/s/ Chris Esqueda, Attorney-in-Fact	06/25/2015	
**Signature of Reporting Person	Date	
/s/ Chris Esqueda, Attorney-in-Fact	06/25/2015	
**Signature of Reporting Person	Date	
/s/ Chris Esqueda, Attorney-in-Fact	06/25/2015	

<u>**</u>Signature of Reporting Person

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).

Date

- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.