

MINDBODY, Inc.
Form 4
February 17, 2016

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 *
Catalyst Investors II LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
711 FIFTH AVENUE, SUITE 600

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2016

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

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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		
Class A Common Stock	02/12/2016		C		494,310	A	(\$ 494,310)	I	see footnote (2) (3)
Class A Common Stock	02/12/2016		J(4)		494,310 (5)	D	\$ 0 0	I	see footnote (2)
Class A Common Stock	02/12/2016		J(6)		5,517	A	\$ 0 5,517	I	see footnote (2) (7)
Class A Common Stock	02/12/2016		J(8)		5,517	D	\$ 0 0	I	see footnote (2) (7)

Class A Common Stock	02/12/2016	J ⁽⁹⁾	55	A	\$ 0	55	I	see footnote (2) (10)
Class A Common Stock	02/12/2016	J ⁽¹¹⁾	55	D	\$ 0	0	I	see footnote (2)

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

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(9-02)

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. Code	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	02/12/2016		C	494,310 <u>(12)</u>	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	494,310 <u>(12)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catalyst Investors II LP 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		
Catalyst Investors QP II LP 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		
CATALYST INVESTORS PARTNERS II, L.P. 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		
Catalyst Investors Partners, L.L.C. 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		

Signatures

/s/ Brian Rich, Member and
Advisor

02/17/2016

__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) Catalyst Investors Partners II, L.P. ("CIP II") is the general partner of Catalyst Investors II, L.P. ("CI II") and Catalyst Investors QP II, L.P. ("CIQP II"). Catalyst Investors Partners, L.L.C. ("CIP LLC") is the general partner of CIP II. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its respective pecuniary interest therein.
- (3) 87,166 of these shares are held by CI II and 407,144 of these shares are held by CIQP II.
- (4) Effective February 12, 2016, CI II and CIQP II distributed in-kind, on a pro rata basis without consideration, a total of 494,310 shares of Class A Common Stock to their respective limited partners and CIP II.
- (5) 87,166 of these shares are being distributed by CI II, and 407,144 of these shares are being distributed by CIQP II.
- (6) Represents shares received by CIP II in the distributions described in footnote 4.
- (7) Shares held by CIP II.
- (8) Effective February 12, 2016, CIP II distributed in-kind on a pro rata basis without consideration, a total of 5,517 shares of Class A Common Stock to CIP LLC and its limited partners.
- (9) Represents shares received by CIP LLC in the distribution described in footnote 8.
- (10) Shares held by CIP LLC.
- (11) Effective February 12, 2016, CIP LLC distributed in-kind on a pro rata basis without consideration, a total of 55 shares of Class A Common Stock to its members.
- (12) 87,166 of the shares converted were held by CI II and 407,144 of the shares converted were held by CIQP II.
- (13) 784,489 of these shares are owned directly by CI II, and 3,664,300 of these shares are owned directly by CIQP II.

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.