## Edgar Filing: MINDBODY, Inc. - Form 4

MINDDODY

Form 4	r, Inc.											
October 04, 2	_								OMB AF	PROVAL		
FORM		TIES AND EXCHANGE COMMISSION ngton, D.C. 20549				OMB Number:	3235-0287					
Check thi if no long subject to Section 1 Form 4 o Form 5	F CHANGES IN BENEFICIAL OWNERSE SECURITIES Section 16(a) of the Securities Exchange Act of						Expires:January 3200Estimated averageburden hours perresponse0.					
obligation may cont <i>See</i> Instru 1(b).	ns Section 1	7(a) of the		ility Holo	ling Con	npany	y Act of	1935 or Section	n			
(Print or Type F	Responses)											
1. Name and Address of Reporting Person <u>*</u> Levine Jeremy S.			2. Issuer Name <b>and</b> Ticker or Trading Symbol MINDBODY, Inc. [MB]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVE, SUITE 104			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2016					X Director Officer (give below)	10% Owner			
				mendment, Date Original /Ionth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	ned n Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			d of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Class A Common Stock	09/30/2016			Code V A	Amount 489 <u>(1)</u>	(D)	Price \$ 19.66 (2)	(Instr. 3 and 4) 66,084 ( <u>3)</u>	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: MINDBODY, Inc. - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. oriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	<u>(4)</u>				<u>(4)</u>	<u>(4)</u>	Class A Common Stock	0	

# **Reporting Owners**

Le C 18 L S

> /s A

<b>Reporting Owner Name / Address</b>	Relationships						
r of the test	Director	10% Owner	Officer	Oth			
evine Jeremy S. 2/O BESSEMER VENTURE PARTNERS 865 PALMER AVE, SUITE 104 ARCHMONT, NY 10538	Х						
bignatures							
s/ Kimberly G. Lytikainen, .ttorney-in-Fact	10/0	4/2016					
**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).

Pursuant to the terms of the Issuer's Outside Director Compensation Policy, the reporting person has elected to receive shares of the Issuer's Class A Common Stock (in the form of a fully vested Restricted Stock Award under the Issuer's 2015 Equity Incentive Plan) in

- lieu of cash retainer fees payable for service on the Issuer's Board of Directors and any committees thereof. The number of shares of Class (1) A Common Stock issued represents the quotient of (A) the dollar amount of the applicable cash retainer payment, divided by (B) the closing sales price of the Issuer's Class A Common Stock on the NASDAQ on the last day of the applicable fiscal quarter, rounded down to the nearest whole share.
- (2) Equal to the closing sales price of the Issuer's Class A Common Stock on the NASDAQ on September 30, 2016.
- Includes 13,333 RSUs. Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock upon (3)settlement.
- 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 (4) expiration date.
- As of the date of this filing, BVP VII owns 1,148,488 Class B Common Shares, BVP VII Inst owns 502,462 Class B Common Shares, (5) and BVP VII SOF owns 1,938,073 Class B Common Shares.

Relationshin

### Edgar Filing: MINDBODY, Inc. - Form 4

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 Bessemer Venture Partners VII L.P. ("BVP VII"), Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst"), and BVP

(6) Special Opportunity Fund VII L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds"). Mr. Levine disclaims beneficial ownership of the securities held 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.

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.