

Stollmeyer Richard Lee
Form 4
August 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Stollmeyer Richard Lee

(Last) (First) (Middle)

4051 BROAD STREET, SUITE 220

(Street)

SAN LUIS OBISPO, CA 93401

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2018

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)
CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 08/01/2018 | | C ⁽¹⁾ | | 17,739 A \$ 0 | 187,729 ⁽²⁾ | D |
| Class A Common Stock | 08/01/2018 | | S ⁽³⁾ | | 9,400 D \$ 34.34 ⁽⁴⁾ | 178,329 ⁽²⁾ | D |
| Class A Common Stock | 08/01/2018 | | S ⁽³⁾ | | 8,108 D \$ 34.9 ⁽⁵⁾ | 170,221 ⁽²⁾ | D |
| Class A Common | 08/01/2018 | | S ⁽³⁾ | | 231 D \$ 35.8 | 169,990 ⁽²⁾ | D |

Stock

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

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SEC 1474
(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. 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Class B Common Stock (convertible into Class A Common Stock) | (6) | 08/01/2018 | | C | 17,739 | (6) (6) | Class A Common Stock | 17,739 |
| Class B Common Stock (convertible into Class A Common Stock) | (6) | | | | | (6) (6) | Class A Common Stock | 10,150 |
| Class B Common Stock (convertible into Class A Common Stock) | (6) | | | | | (6) (6) | Class A Common Stock | 1,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Stollmeyer Richard Lee
4051 BROAD STREET
SUITE 220
SAN LUIS OBISPO, CA 93401

X

CEO

Signatures

/s/ Kimberly G. Lytikainen,
Attorney-in-Fact

08/03/2018

__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 A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of the Reporting Person.
- (2) Includes 146,644 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (4) \$33.675 to \$34.65, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the Form 4.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
- (5) \$34.70 to \$35.55, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the Form 4.
- (6) 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.
- (7) The shares are held of record by the Reporting Person's spouse.
- (8) The shares are held of record by the Reporting Person's spouse as custodian for the benefit of her minor child.

Remarks:

The Reporting Person no longer has a reportable beneficial interest in the 1,250 shares of Class B Common Stock held of record.

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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