WHITE BRETT T Form 4

February 20, 2019

FORM 4

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

OMB Number: 3235-0287

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Form filed by More than One Reporting

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WHITE BRETT T Issuer Symbol MINDBODY, Inc. [MB] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ __ Other (specify 4051 BROAD STREET, SUITE 220 02/15/2019 below) CFO & COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

SAN LUIS OBISPO, CA 93401

(City)	(State) (Zip) Table	e I - Non-D	erivative Se	ecuriti	es Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	02/15/2019		D	163,813 (1) (2)	D	(<u>2</u>) (<u>3</u>)	0	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.

SEC 1474

(9-02)

Person

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.708	02/15/2019		D	39,467	<u>(4)</u>	06/27/2023	Class B Common Stock (5)	39,467
Employee Stock Option (Right to Buy)	\$ 11.52	02/15/2019		D	25,000	<u>(4)</u>	02/06/2024	Class B Common Stock (5)	25,000
Employee Stock Option (Right to Buy)	\$ 14.476	02/15/2019		D	8,470	<u>(4)</u>	02/05/2025	Class B Common Stock (5)	8,470
Employee Stock Option (Right to Buy)	\$ 14.476	02/15/2019		D	29,030	<u>(4)</u>	02/05/2025	Class B Common Stock (5)	29,030
Employee Stock Option (Right to Buy)	\$ 14.496	02/15/2019		D	57,500	<u>(7)</u>	05/22/2025	Class B Common Stock (5)	57,500
Employee Stock Option (Right to Buy)	\$ 13.91	02/15/2019		D	68,165	(10)	03/21/2026	Class A Common Stock	68,165
Employee Stock Option (Right to Buy)	\$ 25.15	02/15/2019		D	80,374	(12)	02/21/2027	Class A Common Stock	80,374
37	\$ 33.45	02/15/2019		D	20,826	(14)	02/20/2028		20,826

Employee Stock Option (Right to Buy) Class A Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHITE BRETT T 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401

CFO & COO

Signatures

/s/ Brett T. 02/20/2019 White

**Signature of Date
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).
- (1) Includes 144,739 unvested restricted stock units ("RSUs").

Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated December 23, 2018, by and among MINDBODY, Inc., a Delaware corporation (the "Issuer"), Torreys Parent, LLC ("Parent"), and Torreys Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), on February 15, 2019, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent Pursuant to the terms of the Merger Agreement at the effective time

- the surviving corporation and a wholly owned subsidiary of Parent. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each of the unvested RSUs was cancelled and replaced with the right to receive \$36.50 in cash, without interest, subject to the Reporting Person's continued service with Parent and its affiliates (including the Issuer and its subsidiaries) through the applicable vesting dates, which payment shall be made on the same vesting schedule and subject to the same terms and conditions as the unvested RSUs would have been.
- (3) In connection with the Merger, each share of Class A Common Stock was cancelled and converted into the right to receive \$36.50 in cash, without interest, per share, subject to the terms and conditions of the Merger Agreement.
- (4) The shares subject to the option are fully vested and exercisable.
- (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.
- At the Effective Time, each of these vested options was cancelled and automatically converted into the right to receive a cash payment equal to the product of (i) the aggregate number of shares subject to such option, multiplied by (ii) \$36.50 less the applicable per share exercise price under such option, subject to any applicable withholding taxes.
- (7) 1/48 of the shares subject to the option vested on June 22, 2018, and 1/48 of the shares vest monthly thereafter.
- (8) Includes 52,707 vested options and 4,793 unvested options.

At the Effective Time, each of the unvested options was cancelled and and replaced with the right to receive a cash payment equal to the product of (i) the aggregate number of shares subject to such option, multiplied by (ii) \$36.50 less the applicable per share exercise price

under such option, subject to any applicable withholding taxes, which cash payment will, subject to the Reporting Person's continued service with Parent and its affiliates (including the Issuer and its subsidiaries) through the applicable vesting dates, vest and be payable at the same time as the unvested option would have vested.

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- (10) 1/4 of the shares subject to the option vested on March 21, 2017 and 1/48 of the shares vest monthly thereafter.
- (11) Includes 48,283 vested options and 19,882 unvested options.
- (12) 1/4 of the shares subject to the option vested on February 21, 2018, and 1/48 of the shares vest monthly thereafter.
- (13) Includes 38,512 vested options and 41,862 unvested options.
- (14) 1/4 of the shares subject to the option vest on February 20, 2019, and 1/48 of the shares will vest monthly thereafter.

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.