

MINDBODY, Inc.
Form 3
June 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>^ Levine Jeremy S.</p> <p>(Last) (First) (Middle)</p> <p>C/O BESSEMER VENTURE PARTNERS, ^ 1865 PALMER AVE., SUITE 104</p> <p>(Street)</p> <p>LARCHMONT, ^ NY ^ 10538</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/18/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MINDBODY, Inc. [MB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Series D Preferred Stock	Â (1)	Â (1)	Common Stock (2)	0	\$ (1)	I	See footnote (3) (4)
Series E Preferred Stock	Â (5)	Â (5)	Common Stock (2)	0	\$ (5)	I	See footnote (3) (6)
Series F Preferred Stock	Â (7)	Â (7)	Common Stock (2)	0	\$ (7)	I	See footnote (3) (8)
Series G Preferred Stock	Â (9)	Â (9)	Common Stock (2)	0	\$ (9)	I	See footnote (3) (10)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levine Jeremy S. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538	Â X	Â	Â	Â

Signatures

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

06/18/2015

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The Series D Preferred Stock is convertible into Common Stock on a 1:1.02183733454323 basis and has no expiration date.

(1) Immediately prior to the completion of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock of the Issuer.

(2) Each share of Common Stock shall be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.

(3) The Reporting Person is a director of Deer VII & Co. Ltd., which is the general partner of Deer VII & Co. L.P., which is the general partner of Bessemer Venture Partners VII Institutional LP ("BVP VII Inst"), Bessemer Venture Partners VII, LP ("BVP VII") and BVP VII Special Opportunity Fund LP ("BVP VII SOF", and together with BVP VII Inst and BVP VII, the "Funds"). The Reporting Person 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 the securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds.

(4) As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 540,540 shares, 1,235,520 shares and 2,084,942 shares, respectively, of Series D Preferred Stock.

(5) The Series E Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series E Preferred Stock will be converted into shares of Common Stock of the Issuer.

(6) As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 170,735 shares, 390,250 shares and 658,545 shares, respectively, of Series E Preferred Stock.

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- (7) The Series F Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series F Preferred Stock will be converted into shares of Common Stock of the Issuer.
- (8) As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 75,207 shares, 171,905 shares and 290,087 shares, respectively, of Series F Preferred Stock.
- (9) The Series G Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series G Preferred Stock will be converted into shares of Common Stock of the Issuer.
- (10) As of the date hereof, BVP VII Inst, BVP VII and BVP VII SOF own 108,917 shares, 248,955 shares and 420,112 shares, respectively, of Series G Preferred Stock.

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Remarks:

Exhibit 24 - Power of Attorney

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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