

MINDBODY, Inc.  
Form 4  
June 24, 2015

**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 \*  
Donohue William Brian  
  
(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)  
06/24/2015  
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)  
Chief Information Officer  
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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015	J		25,000		<u>(1)</u>	11/15/2021	Common Stock <u>(2)</u>	25,000
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015	J	25,000			<u>(1)</u>	11/15/2021	Class B Common Stock <u>(2)</u> <u>(3)</u>	25,000
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015	J		14,750		<u>(4)</u>	06/23/2023	Common Stock <u>(2)</u>	14,750
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015	J	14,750			<u>(4)</u>	06/23/2023	Class B Common Stock <u>(2)</u> <u>(3)</u>	14,750
Employee Stock Option (right to buy)	\$ 11.52	06/24/2015	J		12,500		<u>(5)</u>	02/06/2024	Common Stock <u>(2)</u>	12,500
Employee Stock Option (right to buy)	\$ 11.52	06/24/2015	J	12,500			<u>(5)</u>	02/06/2024	Class B Common Stock <u>(2)</u> <u>(3)</u>	12,500
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015	J		50,000		<u>(6)</u>	05/14/2024	Common Stock <u>(2)</u>	50,000
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015	J	50,000			<u>(6)</u>	05/14/2024	Class B Common Stock <u>(2)</u> <u>(3)</u>	50,000

Employee Stock Option (right to buy)	\$ 14.476	06/24/2015	J	25,000	(7)	02/05/2025	Common Stock (2)	25,000
Employee Stock Option (right to buy)	\$ 14.476	06/24/2015	J	25,000	(7)	02/05/2025	Class B Common Stock (2)(3)	25,000
Employee Stock Option (right to buy)	\$ 14.496	06/24/2015	J	25,000	(8)	05/22/2025	Common Stock (2)	25,000
Employee Stock Option (right to buy)	\$ 14.496	06/24/2015	J	25,000	(8)	05/22/2025	Class B Common Stock (2)(3)	25,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donohue William Brian 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401			Chief Information Officer	

## Signatures

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

06/24/2015

\_\_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) 25% of the shares subject to the option vested on November 15, 2012, and 2.0833% of the shares vest monthly thereafter.
  - (2) Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
  - (3) 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.
  - (4) 25% of the shares subject to the option vested on June 27, 2014, and 2.0833% of the shares vest monthly thereafter.
  - (5) 1/48 of the shares subject to the option vested on February 1, 2014, and 1/48 of the shares vest monthly thereafter.

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- (6) 1/48 of the shares subject to the option vested on June 14, 2014, and 1/48 of the shares vest monthly thereafter.
- (7) 1/48 of the shares subject to the option vested on March 5, 2015, and 1/48 of the shares vest monthly thereafter.
- (8) 1/48 of the shares subject to the option vest on June 22, 2015, and 1/48 of the shares 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.

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