

MINDBODY, Inc.  
Form 4  
April 05, 2016

**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 \*  
Murphy Robert John

(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)  
04/01/2016

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 Operating 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	04/01/2016		C <sup>(1)</sup>		8,885	A	\$ 0
							19,679 <sup>(2)</sup>
Class A Common Stock	04/01/2016		S <sup>(3)</sup>		8,885	D	\$ 13.2097
							10,794 <sup>(2)</sup>
Class A Common Stock	04/01/2016		C <sup>(1)</sup>		1,715	A	\$ 0
							1,715
Class A Common	04/01/2016		S <sup>(3)</sup>		1,715	D	\$ 0
							13.2097

See footnote <sup>(5)</sup>

See footnote

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Stock					<u>(4)</u>			<u>(5)</u>	
Class A Common Stock	04/04/2016		<u>C(1)</u>	11,734	A	\$ 0	22,528 <u>(2)</u>	D	
Class A Common Stock	04/04/2016		<u>S(3)</u>	11,734	D	\$ 13.0866 <u>(6)</u>	10,794 <u>(2)</u>	D	
Class A Common Stock	04/04/2016		<u>C(1)</u>	2,266	A	\$ 0	2,266	I	See footnote <u>(5)</u>
Class A Common Stock	04/04/2016		<u>S(3)</u>	2,266	D	\$ 13.0866 <u>(6)</u>	0	I	See footnote <u>(5)</u>
Class A Common	04/05/2016		<u>C(1)</u>	8,381	A	\$ 0	19,175 <u>(2)</u>	D	
Class A Common	04/05/2016		<u>S(3)</u>	8,381	D	\$ 13.1078 <u>(7)</u>	10,794 <u>(2)</u>	D	
Class A Common	04/05/2016		<u>C(1)</u>	1,619	A	\$ 0	1,619	I	See footnote <u>(5)</u>
Class A Common	04/05/2016		<u>S(3)</u>	1,619	D	\$ 13.1078 <u>(7)</u>	0	I	See footnote <u>(5)</u>

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

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(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
	<u>(8)</u>	04/01/2016		C	(A) 8,885	Date Exercisable <u>(8)</u> Expiration Date <u>(8)</u>	Title	8,885

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Class B Common Stock (convertible into Class A Common Stock)								Class A Common Stock	
Class B Common Stock (convertible into Class A Common Stock)	(8)	04/01/2016	C	1,715	(8)	(8)		Class A Common Stock	1,715
Class B Common Stock (convertible into Class A Common Stock)	(8)	04/04/2016	C	11,734	(8)	(8)		Class A Common Stock	11,734
Class B Common Stock (convertible into Class A Common Stock)	(8)	04/04/2016	C	2,266	(8)	(8)		Class A Common Stock	2,266
Class B Common Stock (convertible into Class A Common Stock)	(8)	04/05/2016	C	8,381	(8)	(8)		Class A Common Stock	8,381
Class B Common Stock (convertible into Class A Common Stock)	(8)	04/05/2016	C	1,619	(8)	(8)		Class A Common Stock	1,619
Class B Common Stock (convertible into Class A Common Stock)	(8)				(8)	(8)		Class A Common Stock	13,750

Common  
Stock)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Robert John 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401	X	X	Chief Operating Officer	

## Signatures

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

04/05/2016

\_\_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).

(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 Reporting Person.

(2) Includes 10,794 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 \$13.00 to \$13.31, 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 this Form 4.

(5) The shares are held of record by the Robert John Murphy Family Trust, for which the Reporting Person's spouse serves as trustee.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.00 to \$13.185, 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 this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.01 to \$13.24, 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 this Form 4.

(8) 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.

(9) The shares are held of record by the Reporting Person's spouse.

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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