

MINDBODY, Inc.
Form 4
June 14, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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
Levine Jeremy S.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2016

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)

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	(A) or (D)	Price
Class A Common Stock	06/10/2016		A		13,333 (1)	A		\$ 0
					65,458 (2)	D		

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)

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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. 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. Price of Derivative Security (Instr. 5)
Class B Common Stock	(3)			Code V (A) (D)		Date Exercisable (3) Expiration Date (3)	Class A Common Stock	Amount or Number of Shares 0

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	X			

Signatures

/s/ Kimberly G. Lytikainen,
Attorney-in-Fact
Date 06/14/2016

**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).

Represents an automatic annual restricted stock unit (RSU) award pursuant to the Issuer's Outside Director Compensation Policy, which became effective on June 18, 2015. Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock (1) upon settlement. 100% of the RSUs will vest on the earlier of (i) the day prior to the next annual meeting of stockholders of the Issuer or (ii) June 10, 2017, in each case subject to the Reporting Person continuing to be a Service Provider (as defined in the Issuer's 2015 Equity Incentive Plan) through the applicable vesting date.

(2) Includes 26,040 Shares received by the Reporting Person in one or more pro rata distributions-in-kind from the Funds (defined below) and Deer VII LP (defined below) on May 24, 2016, which distributions were made in accordance with the exemption afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

(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) As of the date of this filing, BVP VII owns 1,578,888 Class B Common Shares, BVP VII Inst owns 690,762 Class B Common Shares, and BVP VII SOF owns 2,664,373 Class B Common Shares.

(5)

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

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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