

Wills Bradford Lee
 Form 4
 November 30, 2017

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 *
Wills Bradford Lee

 (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)
11/28/2017

 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 Strategy 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	11/28/2017		C ⁽¹⁾		49,000 A \$ 0	72,388 ⁽²⁾	D
Class A Common Stock	11/28/2017		S		49,000 D \$ 33.767 ⁽³⁾	23,388 ⁽²⁾	D
Class A Common Stock	11/28/2017		C ⁽¹⁾		1,000 A \$ 0	24,388 ⁽²⁾	D
Class A Common	11/28/2017		S		1,000 D \$ 35.015	23,388 ⁽²⁾	D

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Stock

(4)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title		
Employee Stock Option (Right to Buy)	\$ 9.936	11/28/2017		M		8,072	<u>(5)</u> 05/14/2024	Class B Common Stock	8,072
Employee Stock Option (Right to Buy)	\$ 10.616	11/28/2017		M		8,672	<u>(6)</u> 09/20/2024	Class B Common Stock	8,672
Employee Stock Option (Right to Buy)	\$ 14.476	11/28/2017		M		17,187	<u>(7)</u> 02/05/2025	Class B Common Stock	17,187
Employee Stock Option (Right to Buy)	\$ 14.496	11/28/2017		M		16,069	<u>(8)</u> 05/22/2025	Class B Common Stock	16,069
Class B Common Stock	<u>(9)</u>	11/28/2017		M		50,000	<u>(9)</u> <u>(9)</u>	Class A Common Stock	50,000
Class B Common Stock	<u>(9)</u>	11/28/2017		C		50,000	<u>(9)</u> <u>(9)</u>	Class A Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wills Bradford Lee 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401			Chief Strategy Officer	

Signatures

/s/ Kimberly G. Lytikainen	11/30/2017
**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 21,704 restricted stock units ("RSUs"), where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from
 - (3) \$33.375 to \$34.25, 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 \$34.80
 - (4) to \$35.15, 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) 1/48 of the shares subject to the option vested on 6/14/2014, and 1/48 of the shares vest monthly thereafter.
 - (6) 1/48 of the shares subject to the option vested on 9/7/2014, and 1/48 of the shares vest monthly thereafter.
 - (7) 1/48 of the shares subject to the option vested on 3/5/2015, and 1/48 of the shares vest monthly thereafter.
 - (8) 1/48 of the shares subject to the option vested on 6/22/2015, and 1/48 of the shares vest monthly thereafter.
 - (9) 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.

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.