

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)

|   |         |          |                                      |  |  |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *   |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol  |  |
| Â Institutional Venture Partners XIII, L.P. |         |          | (Month/Day/Year)                     | MINDBODY, Inc. [MB]  |  |
| (Last)                                      | (First) | (Middle) |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| 3000 SAND HILL ROAD,Â BUILDING 2, SUITE 250 |         |          |                                      | (Check all applicable)   |  |
| (Street)                                    |         |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner                    | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| MENLO PARK,Â CAÂ 94025                      |         |          |                                      | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person                      |
| (City)                                      | (State) | (Zip)    |                                      |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock <sup>(1)</sup>     | 1,074,400   | I  | See footnote <sup>(2)</sup>                           |

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)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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|                          | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) |                  |
|--------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------------|
| Series F Preferred Stock | Â (3)            | Â (3)           | Common Stock (1)    | 1,762,015                  | \$ (3)                       | I   | See footnote (2) |
| Series G Preferred Stock | Â (4)            | Â (4)           | Common Stock (1)    | 368,950                    | \$ (4)                       | I   | See footnote (2) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Institutional Venture Partners XIII, L.P.<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025  | Â             | Â X       | Â       | Â     |
| Institutional Venture Management XIII, LLC<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025 | Â             | Â X       | Â       | Â     |
| Chaffee Todd C<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025                             | Â             | Â X       | Â       | Â     |
| FOGELSONG NORMAN A<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025                         | Â             | Â X       | Â       | Â     |
| Harrick Stephen J<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025                          | Â             | Â X       | Â       | Â     |
| Miller J Sanford<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025                           | Â             | Â X       | Â       | Â     |
| Phelps Dennis B<br>3000 SAND HILL ROAD<br>BUILDING 2, SUITE 250<br>MENLO PARK, CA 94025                            | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Chris Esqueda,  
Attorney-in-Fact 06/18/2015

\_\_Signature of Reporting Person Date

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Attorney-in-Fact 06/18/2015

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Attorney-in-Fact 06/18/2015

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## 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).

- (1) 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.

The shares are held of record by Institutional Venture Partners XIII, L.P. ("IVP XIII"). Institutional Venture Management XIII LLC ("IVM XIII") is the general partner of IVP XIII. Todd C. Chaffee, Norman A. Fogelson, Stephen J. Harrick, J. Sanford Miller and

- (2) Dennis B. Phelps, as the managing directors of IVM XIII, share voting and dispositive power with respect to the shares held by IVP XIII. Each of these reporting individuals disclaims beneficial ownership of the securities reported herein, except to the extent of his respective pecuniary interest therein.

- (3) The Series F Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation 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.

- (4) The Series G Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the consummation 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.

Â

### 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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