MINDBODY, Inc. Form 4
June 14, 2016

## FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Washington, D.C. 20549

# 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

1(b).

(Print or Type Responses)

Liaw Eric		orung Person _	2. Issuer Name <b>and</b> Ticker or Trading  Symbol	Issuer			
			MINDBODY, Inc. [MB]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
3000 SAND HILL			06/10/2016	Officer (give title Other (speci			
ROAD, BUI	LDING 2,	SUITE 250		below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			

#### MENLO PARK, CA 94025

Owned	of, or Beneficial	quired, Disposed	ies Acq	ecurit	erivative S	e I - Non-D	Table Table	(State)	(City)
Nature of direct	6. Ownership Form: Direct	5. Amount of Securities	•		4. Securit	3. Transactio		2. Transaction Date (Month/Day/Year)	1.Title of Security
eneficial	(D) or	Beneficially	Code (D)		any	, ,	(Instr. 3)		
Ownership	Indirect (I)	Owned	(Instr. 3, 4 and 5)			(Instr. 8)	(Month/Day/Year)		
nstr. 4)	(Instr. 4)	Following							
		Reported		(A)					
		` '							
		(Instr. 3 and 4)	Price	(D)	Amount	Code V			
					10.000				Class A
	D	13,333	\$0	A		A		06/10/2016	Common
					(1)				Stock
wners	Indirect (I) (Instr. 4)	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Price	(A) or (D)	(Instr. 3, 4	(Instr. 8)  Code V	•	06/10/2016	Class A Common

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)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

Estimated average

burden hours per

#### Edgar Filing: MINDBODY, Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Ziicicisaoie	2		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Liaw Eric 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025	X						

## **Signatures**

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

#### **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. 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.

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