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MINDBODY	, Inc.											
Form 4 May 13, 2010	6											
•									OMB A	PPROVAL		
FORM	UNITED	STATES		ITIES A hington,			NGE	COMMISSION		3235-0287		
Check thi if no long subject to Section 10 Form 4 or Form 5 obligatior may conti <i>See</i> Instru	Section 16 Public Ut	GES IN I SECUR 6(a) of the ility Hold vestment	Estimated burden ho response	Estimated average burden hours per response 0.5								
1(b). (Print or Type R	Responses)											
	ddress of Reporting F	Person *	2 Issuer	Name and	Ticker or '	Tradir	na	5. Relationship of	of Reporting Pe	rson(s) to		
Levine Jeremy S. Sy			Symbol	2. Issuer Name and Ticker or Trading Symbol MINDBODY, Inc. [MB]					Issuer			
(Last)	(First) (M	liddle)	3. Date of Earliest Transaction					ck all applicab				
C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104			(Month/Day/Year) 05/11/2016					X_ Director10% Owner Officer (give titleOther (specify below) below)				
				ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
								Person				
(City)	(State) ((Zip)	Table	e I - Non-D	erivative S	Secur	ities Ac	quired, Disposed o	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, it nstr. 3) any		n Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Class A				Code V	Amount	(D)	Price	(111SU. 5 and 4)		See		
Class A Common Stock	05/11/2016			C <u>(1)</u>	0 (2)	A	\$ 0 (1)	0 (2)	Ι	See Footnotes $(3) (4)$		
Class A Common Stock	05/11/2016			S	0 (2)	D	\$ 0 (2)	26,085 <u>(5)</u>	I	See Footnotes (3) (4) (5)		

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

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number.

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. Transacti Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class B Common Stock	(1)	05/11/2016		C	0 (2)	<u>(1)</u>	<u>(1)</u>	Class A Common Stock	0 (2)	\$ 0 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships
Director 10% Owner Officer Other

Levine Jeremy S. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538

Signatures

/s/ Jeremy Levine	05/12/2016				
<u>**</u> 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).

Х

(1) 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.

On May 11, 2016, Bessemer Venture Partners VII L.P. ("BVP VII") sold 80,000 shares, Bessemer Venture Partners VII Institutional L.P.
(2) ("BVP VII Inst") sold 35,000 shares, and BVP Special Opportunity Fund VII L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds") sold 135,000 shares at a sale price of \$14.20.

(3) After the above transaction, BVP VII owned 1,786,249 shares, BVP VII Inst owned 781,482 shares, and BVP VII SOF owned 3,014,294 shares.

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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 the Funds. Mr. Levine disclaims beneficial ownership of the securities sold 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.

Represents shares received by the reporting person in one or more pro rata distributions-in-kind from the Funds and Deer VII LP on May

(5) 5, 2016, which distributions were made in accordance with the exemption afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

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.