

MINDBODY, Inc.
Form 4
November 10, 2016

FORM 4

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

OMB APPROVAL

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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 *
Bessemer Venture Partners VII L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

LARCHMONT, NY 10538

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/08/2016		C ⁽¹⁾	V Amount \$ 0 ⁽¹⁾	2,400,000 ⁽²⁾	I	See Footnotes (3) (4)
Class A Common Stock	11/08/2016		S	V Amount \$ 20 ⁽⁵⁾	2,400,000 ⁽²⁾	I	See Footnotes (3) (4)
Class A Common Stock	11/09/2016		C ⁽¹⁾	V Amount \$ 0 ⁽¹⁾	38,232 ⁽⁷⁾	I	See Footnotes (3) (4)
Class A Common Stock	11/09/2016		S	V Amount \$ 0	38,232 ⁽⁷⁾	I	See

Common Stock					20.15 <u>(5)</u>				Footnotes <u>(3)</u> <u>(4)</u>
Class A Common Stock	11/10/2016		C ⁽¹⁾	10,114 <u>(9)</u>	A	\$ 0 <u>(1)</u>	10,114 <u>(9)</u>	I	See Footnotes <u>(3)</u> <u>(4)</u>
Class A Common Stock	11/10/2016		S	10,114 <u>(9)</u>	D	\$ 20.12 <u>(5)</u>	0	I	See Footnotes <u>(3)</u> <u>(4)</u>

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	11/08/2016		C	2,400,000 <u>(2)</u>	<u>(1)</u> <u>(1)</u>	Class A Common Stock 2,400,000 <u>(2)</u>
Class B Common Stock	<u>(1)</u>	11/09/2016		C	38,232 <u>(7)</u>	<u>(1)</u> <u>(1)</u>	Class A Common Stock 38,232 <u>(7)</u>
Class B Common Stock	<u>(1)</u>	11/10/2016		C	10,114 <u>(9)</u>	<u>(1)</u> <u>(1)</u>	Class A Common Stock 10,114 <u>(9)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bessemer Venture Partners VII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	X	X		
Deer VII & Co. Ltd.		X		

C/O BESSEMER VENTURE PARTNERS
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

Deer VII & Co. L.P.

C/O BESSEMER VENTURE PARTNERS
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

X

Bessemer Venture Partners VII Institutional L.P.

C/O BESSEMER VENTURE PARTNERS
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

X

BVP VII SPECIAL OPPORTUNITY FUND LP

C/O BESSEMER VENTURE PARTNERS
 1865 PALMER AVENUE, SUITE 104
 LARCHMONT, NY 10538

X

Signatures

/s/ Ed Colloton, Director of Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P.,
 the General Partner of Bessemer Venture Partners VII Institutional L.P., Bessemer Venture
 Partners VII L.P. and BVP VII Special Opportunity Fund L.P.

11/10/2016

__Signature of Reporting Person

Date

/s/ Ed Colloton, Director of Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P.

11/10/2016

__Signature of Reporting Person

Date

/s/ Ed Colloton, Director of Deer VII & Co. Ltd.

11/10/2016

__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).

(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.

(2) On November 8, 2016, Bessemer Venture Partners VII L.P. ("BVP VII") sold 768,000 shares of Class A Common Stock, Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst") sold 336,000 shares of Class A Common Stock, and BVP VII Special Opportunity Fund L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds") sold 1,296,000 shares of Class A Common Stock at a sale price of \$20.00.

(3) Deer VII & Co. Ltd. ("Deer VII Ltd") is the general partner of Deer VII & Co. L.P. ("Deer VII LP" and, together with the Funds and Deer VII Ltd, the "Bessemer Entities"), which is the general partner of each of the Funds. Each of Deer VII Ltd and Deer VII LP disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer VII Ltd or Deer VII LP is the beneficial owner of such securities, except to the extent of its pecuniary interests therein, if any, by virtue of its direct and indirect general partner interests in the Funds.

(4) Jeremy Levine, a director of Deer VII Ltd, serves as the representative of the Bessemer Entities on the Issuer's board of directors.

(5) The shares were sold in a single execution, which took place at the price indicated above. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding such execution.

(6)

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After the reported transaction, BVP VII owned 334,984 shares of Class B Common Stock, BVP VII Inst owned 146,554 shares of Class B Common Stock, and BVP VII SOF owned 565,285 shares of Class B Common Stock.

- (7) On November 9, 2016, BVP VII sold 12,407 shares of Class A Common Stock, BVP VII Inst sold 5,428 shares of Class A Common Stock, and BVP VII SOF sold 20,397 shares of Class A Common Stock at a sale price of \$20.15.
- (8) After the reported transaction, BVP VII owned 322,577 shares of Class B Common Stock, BVP VII Inst owned 141,126 shares of Class B Common Stock, and BVP VII SOF owned 544,888 shares of Class B Common Stock.
- (9) On November 10, 2016, BVP VII sold 3,236 shares of Class A Common Stock, BVP VII Inst sold 1,416 shares of Class A Common Stock, and BVP VII SOF sold 5,462 shares of Class A Common Stock at a sale price of \$20.12.
- (10) After the reported transaction, BVP VII owned 319,341 shares of Class B Common Stock, BVP VII Inst owned 139,710 shares of Class B Common Stock, and BVP VII SOF owned 539,426 shares of Class B Common Stock.

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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