

MINDBODY, Inc.  
Form 4  
June 24, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Donohue William Brian

(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)  
06/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Information Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

\_X\_ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	---	--	---

Edgar Filing: MINDBODY, Inc. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015	J			25,000	<u>(1)</u>	11/15/2021	Common Stock <u>(2)</u>	25,000	
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015	J		25,000		<u>(1)</u>	11/15/2021	Class B Common Stock <u>(2)</u> <u>(3)</u>	25,000	
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015	J			14,750	<u>(4)</u>	06/23/2023	Common Stock <u>(2)</u>	14,750	
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015	J		14,750		<u>(4)</u>	06/23/2023	Class B Common Stock <u>(2)</u> <u>(3)</u>	14,750	
Employee Stock Option (right to buy)	\$ 11.52	06/24/2015	J			12,500	<u>(5)</u>	02/06/2024	Common Stock <u>(2)</u>	12,500	
Employee Stock Option (right to buy)	\$ 11.52	06/24/2015	J		12,500		<u>(5)</u>	02/06/2024	Class B Common Stock <u>(2)</u> <u>(3)</u>	12,500	
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015	J			50,000	<u>(6)</u>	05/14/2024	Common Stock <u>(2)</u>	50,000	
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015	J		50,000		<u>(6)</u>	05/14/2024	Class B Common Stock <u>(2)</u> <u>(3)</u>	50,000	



Edgar Filing: MINDBODY, Inc. - Form 4

- (6) 1/48 of the shares subject to the option vested on June 14, 2014, and 1/48 of the shares vest monthly thereafter.
- (7) 1/48 of the shares subject to the option vested on March 5, 2015, and 1/48 of the shares vest monthly thereafter.
- (8) 1/48 of the shares subject to the option vest on June 22, 2015, and 1/48 of the shares vest monthly thereafter.

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.