

MINDBODY, Inc.
Form 4/A
July 28, 2016

FORM 4

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

OMB APPROVAL

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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 *
Abdiel Capital Management, LLC

(Last) (First) (Middle)

C/O ABDIEL CAPITAL, 410 PARK AVENUE, SUITE 930

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
05/12/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 05/10/2016 | | P | | 2,259 | A | \$ 14.25 (2) |
| | | | | | 2,814,153 | I | |
| Class A Common Stock | 05/10/2016 | | P | | 107 | A | \$ 14.25 (2) |
| | | | | | 2,814,260 | I | |

By Abdiel
Qualified
Master
Fund, LP
(1)

By Abdiel
Capital, LP
(1)

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

SEC 1474
(9-02)

displays a currently valid OMB control 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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Abdiel Capital Management, LLC C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022 | | X | | |
| Abdiel Qualified Master Fund LP C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022 | | X | | |
| Abdiel Capital LP C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022 | | X | | |
| Abdiel Capital Advisors, LP C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022 | | X | | |
| Moran Colin T. C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC, general partner of Abdiel Qualified Master Fund, LP | 07/28/2016 |
| __Signature of Reporting Person | Date |
| /s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC, general partner of Abdiel Capital, LP | 07/28/2016 |
| __Signature of Reporting Person | Date |
| /s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC | 07/28/2016 |
| __Signature of Reporting Person | Date |
| /s/ Colin T. Moran as managing member of Abdiel Capital Partners, LLC, general partner of Abdiel Capital Advisors, LP | 07/28/2016 |
| __Signature of Reporting Person | Date |
| /s/ Colin T. Moran, individually | 07/28/2016 |
| __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) The share numbers in Column 5 represent the aggregated holdings of Abdiel Qualified Master Fund, LP ("AQMF") and Abdiel Capital, LP ("ACLPL"). Abdiel Capital Management, LLC is the general partner of AQMF and ACLPL, and Abdiel Capital Advisors, LP serves as the investment manager of AQMF and ACLPL. Colin T. Moran is the managing member of Abdiel Capital Management, LLC and Abdiel Capital Partners, LLC, which is the general partner of Abdiel Capital Advisors, LP. By virtue of the foregoing relationships, each of the reporting persons may be deemed to beneficially own the securities held by AQMF and ACLPL. Each reporting person disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.
 - (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.24 to \$14.25. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

Remarks:

This amendment is being filed solely to correct certain computation errors that resulted in incorrect share totals appearing in C

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.