MINDBODY, Inc. Form 4 May 04, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Stollmeyer Richard Lee

2. Issuer Name and Ticker or Trading

Symbol

MINDBODY, Inc. [MB]

3. Date of Earliest Transaction

(Month/Day/Year) 05/02/2016

4051 BROAD STREET, SUITE 220

(Street)

(First)

(Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ 10% Owner _X__ Director X_ Officer (give title __ Other (specify below) President & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN LUIS OBISPO, CA 93401

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Class A Common Stock	05/02/2016		C(1)	10,880	A	\$ 0	71,311 (2)	D	
Class A Common Stock	05/02/2016		S(3)	8,341	D	\$ 12.97 (4)	62,970 (2)	D	
Class A Common Stock	05/02/2016		S(3)	2,539	D	\$ 13.38 (5)	60,431 (2)	D	
Class A Common	05/04/2016		C(1)	5,440	A	\$ 0	65,871 (2)	D	

Stock

Class A

Common 05/04/2016 $S^{(3)}$ 5,440 D \$14

60,431 (2)

D

(9-02)

Stock

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 (convertible into Class A Common Stock)	<u>(6)</u>	05/02/2016		С	10,880	(6)	(6)	Class A Common Stock	10,880
Class B Common Stock (convertible into Class A Common Stock)	<u>(6)</u>	05/04/2016		С	5,440	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	5,440
Class B Common Stock (convertible into Class A Common Stock)	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Class A Common Stock	23,750
Class B Common	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Class A Common	1,250

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Stock Stock (convertible into Class A Common Stock) Class B Common Stock Class A (convertible (6) (6) Common 1.250 (6) into Class A Stock Common Stock)

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Stollmeyer Richard Lee 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401	X	X	President & CEO				

Signatures

/s/ Kimberly G. Lytikainen,
Attorney-in-Fact 05/04/2016

**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 A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) Includes 43,177 RSUs. Each RSU represents a contingent right to receive one share of the Issuer's Class A common stock upon settlement.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.20 (4) to \$13.19, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.20 (5) to \$13.60, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (6) 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.
- (7) The shares are held of record by the Reporting Person's spouse.
- (8) The shares are held of record by the Reporting Person as custodian for the benefit of his minor child.
- (9) The shares are held of record by the Reporting Person's spouse as custodian for the benefit of her minor child.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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