

MINDBODY, Inc.  
Form 4  
May 11, 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 \*  
Catalyst Investors II LP

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)  
711 FIFTH AVENUE, SUITE 600  
  
(Street)

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

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

NEW YORK, NY 10022

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 Ownership (Instr. 4) |   |                      |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|----------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |   |                      |
| Class A Common Stock            | 05/10/2016                           |                                                    | C                              |                                                                   | 222,439                                                                                       | A                                                        | \$ 0 222,439                      | I | see footnote (1) (2) |
| Class A Common Stock            | 05/10/2016                           |                                                    | J <sup>(3)</sup>               |                                                                   | 222,439 <sup>(4)</sup>                                                                        | D                                                        | \$ 0 0                            | I | see footnote (1)     |
| Class A Common Stock            | 05/10/2016                           |                                                    | J <sup>(5)</sup>               |                                                                   | 2,483                                                                                         | A                                                        | \$ 0 2,483                        | I | see footnote (1) (6) |
| Class A Common Stock            | 05/10/2016                           |                                                    | J <sup>(7)</sup>               |                                                                   | 2,483                                                                                         | D                                                        | \$ 0 0                            | I | see footnote (1) (6) |

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|                            |            |                   |    |   |      |    |   |                            |
|----------------------------|------------|-------------------|----|---|------|----|---|----------------------------|
| Class A<br>Common<br>Stock | 05/10/2016 | J <sup>(8)</sup>  | 25 | A | \$ 0 | 25 | I | see<br>footnote<br>(1) (9) |
| Class A<br>Common<br>Stock | 05/10/2016 | J <sup>(10)</sup> | 25 | D | \$ 0 | 0  | I | see<br>footnote<br>(1)     |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Code | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount or<br>Number of<br>Shares |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code       | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                               | Amount or<br>Number of<br>Shares |
| Class B<br>Common<br>Stock                          | (11)                                                               | 05/10/2016                              |                                                             | C          | 222,439<br>(12)                                                                                           | (11)                                                           | (11)                                                                | Class A<br>Common<br>Stock          | 222,439<br>(12)                  |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                           | Director      | 10% Owner | Officer | Other |
| Catalyst Investors II LP<br>711 FIFTH AVENUE, SUITE 600<br>NEW YORK, NY 10022             |               | X         |         |       |
| Catalyst Investors QP II LP<br>711 FIFTH AVENUE, SUITE 600<br>NEW YORK, NY 10022          |               | X         |         |       |
| CATALYST INVESTORS PARTNERS II, L.P.<br>711 FIFTH AVENUE, SUITE 600<br>NEW YORK, NY 10022 |               | X         |         |       |
| Catalyst Investors Partners, L.L.C.<br>711 FIFTH AVENUE, SUITE 600<br>NEW YORK, NY 10022  |               | X         |         |       |

## Signatures

/s/ Brian Rich, Member and  
Advisor

05/11/2016

\_\_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) Catalyst Investors Partners II, L.P. ("CIP II") is the general partner of Catalyst Investors II, L.P. ("CI II") and Catalyst Investors QP II, L.P. ("CIQP II"). Catalyst Investors Partners, L.L.C. ("CIP LLC") is the general partner of CIP II. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its respective pecuniary interest therein.
  - (2) 39,223 of these shares are held by CI II and 183,216 of these shares are held by CIQP II.
  - (3) Effective May 10, 2016, CI II and CIQP II distributed in-kind, on a pro rata basis without consideration, a total of 222,439 shares of Class A Common Stock to their respective limited partners and CIP II.
  - (4) 39,223 of these shares are being distributed by CI II, and 183,216 of these shares are being distributed by CIQP II.
  - (5) Represents shares received by CIP II in the distributions described in footnote 3.
  - (6) Shares held by CIP II.
  - (7) Effective May 10, 2016, CIP II distributed in-kind on a pro rata basis without consideration, a total of 2,483 shares of Class A Common Stock to CIP LLC and its limited partners.
  - (8) Represents shares received by CIP LLC in the distribution described in footnote 7.
  - (9) Shares held by CIP LLC.
  - (10) Effective May 10, 2016, CIP LLC distributed in-kind on a pro rata basis without consideration, a total of 25 shares of Class A Common Stock to its members.
  - (11) 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.
  - (12) 39,223 of the shares converted were held by CI II and 183,216 of the shares converted were held by CIQP II.
  - (13) 706,039 of these shares are owned directly by CI II, and 3,297,872 of these shares are owned directly by CIQP II.

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.