

Wills Bradford Lee
 Form 4
 October 31, 2017

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 *
 Wills Bradford Lee

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)
 4051 BROAD STREET, SUITE 220
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/27/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Strategy Officer

SAN LUIS OBISPO, CA 93401

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 | 10/27/2017 | | C ⁽¹⁾ | | 8,875 A \$ 0 | 32,263 ⁽²⁾ | D |
| Class A Common Stock | 10/27/2017 | | S ⁽³⁾ | | 8,875 D \$ 30.35 | 23,388 ⁽²⁾ | D |

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

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SEC 1474 (9-02)

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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 |
| Employee Stock Option (Right to Buy) | \$ 7.708 | 10/27/2017 | | M | 7,390 | <u>(4)</u> 06/27/2023 | Class B Common Stock 7,390 |
| Employee Stock Option (Right to Buy) | \$ 10.616 | 10/27/2017 | | M | 1,485 | <u>(5)</u> 09/20/2024 | Class B Common Stock 1,485 |
| Class B Common Stock | <u>(6)</u> | 10/27/2017 | | M | 8,875 | <u>(6)</u> <u>(6)</u> | Class A Common Stock 8,875 |
| Class B Common Stock | <u>(6)</u> | 10/27/2017 | | C | 8,875 | <u>(6)</u> <u>(6)</u> | Class A Common Stock 8,875 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wills Bradford Lee 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401 | | | Chief Strategy Officer | |

Signatures

/s/ Kimberly G. Lytikainen 10/31/2017

**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 21,704 restricted stock units ("RSUs"), where 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.
- (4) 25% of the shares subject to the option vested on June 27, 2014, and 2.0833% of the shares vested monthly thereafter, such that the option award was fully vested as of June 27, 2017.
- (5) 1/48th of the shares subject to the option vested on September 7, 2014, and 1/48th of the shares vest monthly thereafter.
- (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.

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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