

Lytikainen Kimberly Gail  
 Form 4  
 May 08, 2018

**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 \*  
 Lytikainen Kimberly Gail

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)  
 05/07/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Legal Officer & Secretary

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 Indirect Beneficial Ownership (Instr. 4) |           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |           |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |           |
| Class A Common Stock            | 05/07/2018                           |  | M                              | 3,500   | A   | \$ 13.91   | 48,109 <sup>(1)</sup>                                 | D         |
| Class A Common Stock            | 05/07/2018                           |  | S <sup>(2)</sup>               | 3,500   | D   | \$ 44.6614   | 44,609 <sup>(1)</sup>                                 | D         |
|                                 |                                      |  |                                |   |   |  | <sup>(3)</sup>  |           |
| Class A Common Stock            |                                      |  |                                |   |   |  | 19,396 <sup>(4)</sup>                                 | I         |
|                                 |                                      |  |                                |   |   |  |   | By spouse |

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.

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (Right to Buy)      | \$ 13.91   | 05/07/2018                           |  | M                              | 3,500   | <u>(5)</u> 03/21/2026                                    | Class A Common Stock  | 3,500                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Lytikainen Kimberly Gail<br>4051 BROAD STREET<br>SUITE 220<br>SAN LUIS OBISPO, CA 93401 |               |           | Chief Legal Officer & Secretary |       |

## Signatures

/s/ Kimberly G. Lytikainen  
05/08/2018

\_\_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) Includes 44,609 RSUs, where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- (2) The sales reported on the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.20
- (3) to \$45.00, 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 the Form 4.
  - (4) Includes 19,396 RSUs, where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement
  - (5) One-fourth (1/4th) of the shares subject to the option vested on March 21, 2017, and one forty-eighth (1/48th) of the total shares subject to the option vest monthly thereafter, subject to the Reporting Person continuing to be a Service Provider through each applicable vesting date.

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.