

MINDBODY, Inc.
Form 4
June 24, 2015

FORM 4

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

OMB APPROVAL

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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 *
Donohue William Brian

(Last) (First) (Middle)
4051 BROAD STREET, SUITE 220
(Street)

SAN LUIS OBISPO, CA 93401

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Information Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person
___ 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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015	J		25,000		<u>(1)</u>	11/15/2021	Common Stock <u>(2)</u>	25,000
Employee Stock Option (right to buy)	\$ 1.392	06/24/2015	J	25,000			<u>(1)</u>	11/15/2021	Class B Common Stock <u>(2)</u> <u>(3)</u>	25,000
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015	J		14,750		<u>(4)</u>	06/23/2023	Common Stock <u>(2)</u>	14,750
Employee Stock Option (right to buy)	\$ 7.708	06/24/2015	J	14,750			<u>(4)</u>	06/23/2023	Class B Common Stock <u>(2)</u> <u>(3)</u>	14,750
Employee Stock Option (right to buy)	\$ 11.52	06/24/2015	J		12,500		<u>(5)</u>	02/06/2024	Common Stock <u>(2)</u>	12,500
Employee Stock Option (right to buy)	\$ 11.52	06/24/2015	J	12,500			<u>(5)</u>	02/06/2024	Class B Common Stock <u>(2)</u> <u>(3)</u>	12,500
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015	J		50,000		<u>(6)</u>	05/14/2024	Common Stock <u>(2)</u>	50,000
Employee Stock Option (right to buy)	\$ 9.936	06/24/2015	J	50,000			<u>(6)</u>	05/14/2024	Class B Common Stock <u>(2)</u> <u>(3)</u>	50,000

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- (6) 1/48 of the shares subject to the option vested on June 14, 2014, and 1/48 of the shares vest monthly thereafter.
- (7) 1/48 of the shares subject to the option vested on March 5, 2015, and 1/48 of the shares vest monthly thereafter.
- (8) 1/48 of the shares subject to the option vest on June 22, 2015, and 1/48 of the shares vest monthly thereafter.

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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