

Lytikainen Kimberly Gail  
 Form 4  
 October 27, 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 \*  
 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)  
 10/25/2017

\_\_\_\_ 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		
Class A Common Stock	10/25/2017		C <sup>(1)</sup>	49,700 A	\$ 0	80,594 <sup>(2)</sup>	D
Class A Common Stock	10/25/2017		S <sup>(3)</sup>	49,700 D	\$ 28.3856 <sup>(4)</sup>	30,894 <sup>(2)</sup>	D
Class A Common Stock	10/25/2017		C <sup>(1)</sup>	300 A	\$ 0	31,194 <sup>(2)</sup>	D
Class A Common	10/25/2017		S <sup>(3)</sup>	300 D	\$ 29.2	30,894 <sup>(2)</sup>	D

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Stock

Class A

Common

Stock

6,300 <sup>(5)</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.**

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 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 14.496	10/25/2017		M	42,000	<sup>(6)</sup> 05/22/2025	Class B Common Stock	42,000
Employee Stock Option (Right to Buy)	\$ 14.476	10/25/2017		M	8,000	<sup>(7)</sup> 02/05/2025	Class B Common Stock	8,000
Class B Common Stock	<sup>(8)</sup>	10/25/2017		M	50,000	<sup>(8)</sup> <sup>(8)</sup>	Class A Common Stock	50,000
Class B Common Stock	<sup>(8)</sup>	10/25/2017		C	50,000	<sup>(8)</sup> <sup>(8)</sup>	Class A Common Stock	50,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

Lytikainen Kimberly Gail  
4051 BROAD STREET

Chief Legal Officer & Secretary

SUITE 220  
SAN LUIS OBISPO, CA 93401

## Signatures

/s/ Kimberly G.  
Lytikainen

10/27/2017

\_\_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 30,894 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 the 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
  - (4) \$28.175 to \$29.00, 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.
  - (5) Includes 6,300 RSUs, where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
  - (6) 1/48 of the shares subject to the option vested on 6/22/2015, and 1/48 of the shares vest monthly thereafter.
  - (7) 1/48 of the shares subject to the option vested on 3/5/2015, and 1/48 of the shares vest monthly thereafter.
  - (8) 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.

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.