

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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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 *
Montreux Equity Partners V
Associates I, LLC

(Last) (First) (Middle)

ONE FERRY BUILDING, SUITE
255

(Street)

SAN FRANCISCO, CA 94111

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

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

___ Form filed by One Reporting Person
X 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	(A) or (D)	Price
Common Stock	06/24/2015		C		19,668	A	<u>(1)</u> <u>(2)</u>
Common Stock	06/24/2015		C		590,554	A	<u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock <u>(6)</u>	06/24/2015		J		336,633	D	<u>(6)</u> 0
Common Stock <u>(6)</u>	06/24/2015		J		594,349	D	<u>(6)</u> 0

See footnote (4)

See footnote (5)

See footnote (4)

See footnote

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Preferred Stock	(1)	06/24/2015		C		(1) (1)	Common Stock 12,1
Series A Preferred Stock	(1)	06/24/2015		C		(1) (1)	Common Stock 14
Series B Preferred Stock	(2)	06/24/2015		C		(2) (2)	Common Stock 7,52
Series B Preferred Stock	(2)	06/24/2015		C		(2) (2)	Common Stock 88
Series G Preferred Stock	(3)	06/24/2015		C		(3) (3)	Common Stock 590,3
Class B Common Stock (6) (7)	(7)	06/24/2015		J		(7) (7)	Class A Common Stock 336,
Class B Common Stock (6) (7)	(7)	06/24/2015		J		(7) (7)	Class A Common Stock 594,3

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Montreux Equity Partners V Associates I, LLC
 ONE FERRY BUILDING, SUITE 255 X
 SAN FRANCISCO, CA 94111

Montreux Equity Partners V, L.P.
 ONE FERRY BUILDING, SUITE 255 X
 SAN FRANCISCO, CA 94111

TURNER DANIEL K III
 ONE FERRY BUILDING, SUITE 255 X
 SAN FRANCISCO, CA 94111

Signatures

/s/ Daniel K. Turner III 06/24/2015
 **Signature of Reporting Person Date

/s/ Daniel K. Turner III, Managing Director, for Montreux Equity Management V, LLC as
 general partner of Montreux Equity Partners V, L.P. 06/24/2015
 **Signature of Reporting Person Date

/s/ Daniel K. Turner III, Managing Director, for Montreux Equity Management V, LLC as
 general partner of Montreux Equity Partners V Associates I, LLC 06/24/2015
 **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) The Series A Preferred Stock automatically converted into Common Stock on a 1:1.00877635428226 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series B Preferred Stock automatically converted into Common Stock on a 1:1.01483963618956 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) The Series G Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) Shares held of record by Montreux Equity Partners V Associates I, LLC. Daniel K. Turner III is the sole manager of Montreux Equity Management V, LLC, which is the sole general partner of Montreux Equity Partners V Associates I, LLC. By reason of these relationships, Montreux Equity Management V, LLC and Mr. Turner may be deemed to beneficially own the securities reported herein. Each of Montreux Equity Management V, LLC and Mr. Turner disclaims beneficial ownership of such securities, except to the extent of their respective pecuniary interests therein.
- (5) Shares held of record by Montreux Equity Partners V, L.P. Daniel K. Turner III is the sole manager of Montreux Equity Management V, LLC, which is the sole general partner of Montreux Equity Partners V, L.P. By reason of these relationships, Montreux Equity Management V, LLC and Mr. Turner may be deemed to beneficially own the securities reported herein. Each of Montreux Equity Management V, LLC and Mr. Turner disclaims beneficial ownership of such securities, except to the extent of their respective pecuniary interests therein.
- (6) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (7) 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. 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.