

MINDBODY, Inc.
Form 4/A
August 10, 2016

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 *
Catalyst Investors II LP

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)
711 FIFTH AVENUE, SUITE 600

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2016

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

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)
08/05/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Class A Common Stock	08/02/2016		C	0	A 250,000	I	See footnote (2) (3)
Class A Common Stock	08/02/2016		J ⁽⁴⁾	250,000 ⁽⁵⁾	D \$ 0 0	I	See footnote (2) (6)
Class A Common Stock	08/02/2016		J ⁽⁷⁾	43,404	A \$ 0 43,404	I	See footnote (2) (8)
Class A Common Stock	08/02/2016		J ⁽⁹⁾	43,404	D \$ 0 0	I	See footnote (2) (8)

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Class A Common Stock	08/02/2016	J ⁽¹⁰⁾	28	A	\$ 0	28	I	See footnote (2) (11)
Class A Common Stock	08/02/2016	J ⁽¹²⁾	28	D	\$ 0	0	I	See footnote (2)
Class A Common Stock	08/04/2016	C	3,553,715	A	\$ 0	3,553,715	I	See footnote (13) (14)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	08/02/2016		C	250,000 <u>(15)</u>	<u>(1)</u> <u>(1)</u>	Class A Common Stock 250,000 <u>(15)</u>
Class B Common Stock	<u>(1)</u>	08/04/2016		C	3,553,715 <u>(13)</u>	<u>(1)</u> <u>(1)</u>	Class A Common Stock 3,553,715 <u>(13)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catalyst Investors II LP 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		
CATALYST INVESTORS PARTNERS II, L.P. 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		
Catalyst Investors Partners, L.L.C.		X		

711 FIFTH AVENUE, SUITE 600
NEW YORK, NY 10022

Catalyst Investors QP II LP
711 FIFTH AVENUE, SUITE 600
NEW YORK, NY 10022

X

Signatures

/s/ Catalyst Investors II, L.P., by Catalyst Investors Partners II, L.P., its general partner, by Catalyst Investors Partners, L.L.C., its general partner, by Brian Rich, Member and Advisor	08/10/2016
__Signature of Reporting Person	Date
/s/ Catalyst Investors Partners II, L.P., by Catalyst Investors Partners, L.L.C., its general partner, by Brian Rich, Member and Advisor	08/04/2016
__Signature of Reporting Person	Date
/s/ Catalyst Investors Partners, L.L.C., by Brian Rich, Member and Advisor	08/04/2016
__Signature of Reporting Person	Date
/s/ Catalyst Investors QP II, L.P., by Catalyst Investors Partners II, L.P., its general partner, by Catalyst Investors Partners, L.L.C., its general partner, by Brian Rich, Member and Advisor	08/04/2016
__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 B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
- (2) Catalyst Investors Partners II, L.P. ("CIP II") is the general partner of Catalyst Investors II, L.P. ("CI II") and Catalyst Investors QP II, L.P. ("CIQP II"). Catalyst Investors Partners, L.L.C. ("CIP LLC") is the general partner of CIP II. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its respective pecuniary interest therein.
- (3) 44,087 of these shares are held by CI II and 205,913 of these shares are held by CIQP II.
- (4) Effective August 2, 2016, CI II and CIQP II distributed in-kind, on a pro rata basis without consideration, a total of 250,000 shares of Class A Common Stock to their respective limited partners and CIP II, representing a portion of the Class A Shares received on conversion from Class B Shares as described in footnote 13.
- (5) 44,087 of these shares are being distributed by CI II, and 205,913 of these shares are being distributed by CIQP II.
- (6) Following the distribution referenced in footnote 4, 0 Class A Common Shares are held by CI II and 0 Class A Common Shares are held by CIQP II.
- (7) Represents shares received by CIP II in the distributions described in footnote 4.
- (8) Shares held by CIP II.
- (9) Effective August 2, 2016, CIP II distributed in-kind on a pro rata basis without consideration, a total of 43,404 shares of Class A Common Stock to CIP LLC and its limited partners.
- (10) Represents shares received by CIP LLC in the distribution described in footnote 9.
- (11) Shares held by CIP LLC.
- (12) Effective August 2, 2016, CIP LLC distributed in-kind on a pro rata basis without consideration, a total of 28 shares of Class A Common Stock to its members.
- (13) 626,657 of the shares converted were held by CI II and 2,927,058 were held by CIQP II.

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(14) 626,657 of the shares are owned directly by CI II and 2,927,058 of the shares are owned directly by CIQP II.

(15) 44,087 of the shares converted were held by CI II and 205,913 of the shares converted were held by CIQP II.

(16) 44,087 of these shares are owned directly by CI II, and 205,913 of these shares are owned directly by CIQP II.

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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