

MINDBODY, Inc.
Form 4
December 03, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Abdiel Capital Management, LLC

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2015

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

C/O ABDIEL CAPITAL, 410 PARK AVENUE, SUITE 930

(Street)

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

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

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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) Code V Amount Price			
Class A Common Stock	08/27/2015		P	1,171 A \$ 12.62	786,171	I	By Abdiel Capital LP (1)
Class A Common Stock	08/27/2015		P	20,329 A \$ 12.62	806,500	I	By Abdiel Qualified Master Fund LP (1)
Class A Common Stock	08/28/2015		P	456 A \$ 13.48	806,956	I	By Abdiel Capital LP (1)

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Class A Common Stock	08/28/2015	P	8,044	A	\$ 13.48	815,000	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	08/31/2015	P	157	A	\$ 13.95	815,157	I	By Abdiel Capital LP <u>(1)</u>
Class A Common Stock	08/31/2015	P	29,443	A	\$ 13.95	844,600	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/01/2015	P	1,566	A	\$ 13.98	846,166	I	By Abdiel Capital LP <u>(1)</u>
Class A Common Stock	09/01/2015	P	28,350	A	\$ 13.98	874,516	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/02/2015	P	1,290	A	\$ 14.82	875,806	I	By Abdiel Capital LP <u>(1)</u>
Class A Common Stock	09/02/2015	P	23,394	A	\$ 14.82	899,200	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/03/2015	P	1,510	A	\$ 14.86	900,710	I	By Abdiel Capital LP <u>(1)</u>
Class A Common Stock	09/03/2015	P	27,157	A	\$ 14.86	927,867	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/04/2015	P	300	A	\$ 15.25	928,167	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/08/2015	P	200	A	\$ 15.25	928,367	I	By Abdiel Qualified Master Fund LP

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								(1)
Class A Common Stock	09/09/2015	P	1,434	A	\$ 15.16	929,801	I	By Abdiel Capital LP <u>(1)</u>
Class A Common Stock	09/09/2015	P	25,189	A	\$ 15.16	954,990	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/10/2015	P	3,689	A	\$ 14.76	958,679	I	By Abdiel Capital LP <u>(1)</u>
Class A Common Stock	09/10/2015	P	66,311	A	\$ 14.76	1,024,990	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/14/2015	P	1,170	A	\$ 14.68	1,026,160	I	By Abdiel Capital LP <u>(1)</u>
Class A Common Stock	09/14/2015	P	22,630	A	\$ 14.68	1,048,790	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/15/2015	P	2,948	A	\$ 15.55	1,051,738	I	By Abdiel Capital LP <u>(1)</u>
Class A Common Stock	09/15/2015	P	53,252	A	\$ 15.55	1,104,990	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/16/2015	P	2,116	A	\$ 15.57	1,107,106	I	By Abdiel Capital LP <u>(1)</u>
Class A Common Stock	09/16/2015	P	37,884	A	\$ 15.57	1,144,990	I	By Abdiel Qualified Master Fund LP <u>(1)</u>
Class A Common Stock	09/17/2015	P	659	A	\$ 15.81	1,145,649	I	By Abdiel Capital LP <u>(1)</u>
	09/17/2015	P	11,841	A		1,157,490	I	

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Class A Common Stock					\$				By Abdiel Qualified Master Fund LP (1)
Class A Common Stock	09/18/2015		P	2,277	A	\$ 15.71	1,159,767	I	By Abdiel Capital LP (1)
Class A Common Stock	09/18/2015		P	41,171	A	\$ 15.71	1,200,938	I	By Abdiel Qualified Master Fund LP (1)
Class A Common Stock	09/21/2015		P	866	A	\$ 15.7	1,201,804	I	By Abdiel Capital LP (1)
Class A Common Stock	09/21/2015		P	15,686	A	\$ 15.7	1,217,490	I	By Abdiel Qualified Master Fund LP (1)

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 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abdiel Capital Management, LLC C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022		X		
Abdiel Qualified Master Fund LP C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022		X		
Abdiel Capital LP C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022		X		
Abdiel Capital Advisors, LP C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022		X		
Moran Colin T. C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022		X		

Signatures

/s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC, general partner of Abdiel Qualified Master Fund LP	12/03/2015
__Signature of Reporting Person	Date
/s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC, general partner of Abdiel Capital LP	12/03/2015
__Signature of Reporting Person	Date
/s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC	12/03/2015
__Signature of Reporting Person	Date
/s/ Colin T. Moran as managing member of Abdiel Capital Partners, LLC, general partner of Abdiel Capital Advisors, LP	12/03/2015
__Signature of Reporting Person	Date
/s/ Colin T. Moran, individually	12/03/2015
__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)

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Abdiel Capital Management, LLC is the general partner of AQMF and ACLP and Abdiel Capital Advisors, LP serves as the investment manager of AQMF and ACLP. Colin T. Moran is the managing member of Abdiel Capital Management, LLC and Abdiel Capital Partners, LLC, which is the general partner of Abdiel Capital Advisors, LP. By virtue of the foregoing relationships, each of the reporting persons may be deemed to beneficially own the securities held by AQMF and ACLP. Each reporting person disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

Remarks:

Form 1 of 3

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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