MINDBODY, Inc. Form 4

FORM 4

June 24, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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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

1(b).

255

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Montreux Equity Partners V Associates I, LLC

ONE FERRY BUILDING, SUITE

(Last) (First)

(Middle)

(Street)

2. Issuer Name and Ticker or Trading Symbol

MINDBODY, Inc. [MB]

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

06/24/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ 10% Owner Director Officer (give title __ Other (specify below)

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

SAN FRANCISCO, CA 94111

| (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) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 06/24/2015 | | C | 19,668 | A | <u>(1)</u> <u>(2)</u> | 336,633 | I | See footnote (4) |
| Common Stock | 06/24/2015 | | C | 590,554 | A | (1) (2) (3) | 594,349 | I | See footnote (5) |
| Common Stock (6) | 06/24/2015 | | J | 336,633 | D | <u>(6)</u> | 0 | I | See footnote (4) |
| Common Stock (6) | 06/24/2015 | | J | 594,349 | D | <u>(6)</u> | 0 | I | See footnote |

(5)

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

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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) | Code | 5. Number of Derivative (Acquired (ADisposed of (Instr. 3, 4, | Securities A) or f (D) | Expiration Date | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|---|--|--------------------------------------|---|--------|---|------------------------------|---------------------|--------------------|---|------------------------|
| | j | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou Numb Shares |
| Series A Preferred Stock | <u>(1)</u> | 06/24/2015 | | C | | 12,042 | <u>(1)</u> | (1) | Common Stock | 12,1 |
| Series A Preferred Stock | <u>(1)</u> | 06/24/2015 | | C | | 145 | <u>(1)</u> | (1) | Common Stock | 14 |
| Series B Preferred Stock | (2) | 06/24/2015 | | C | | 7,412 | (2) | (2) | Common Stock | 7,52 |
| Series B Preferred Stock | (2) | 06/24/2015 | | C | | 87 | (2) | (2) | Common Stock | 88 |
| Series G Preferred Stock | (3) | 06/24/2015 | | C | | 590,320 | (3) | (3) | Common Stock | 590,1 |
| Class B Common Stock (6) | <u>(7)</u> | 06/24/2015 | | J | 336,633 | | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 336,0 |
| Class B Common Stock (6) | <u>(7)</u> | 06/24/2015 | | J | 594,349 | | <u>(7)</u> | <u>(7)</u> | Class A Common Stock | 594,1 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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| | Director | 10% Owner | Officer | Other | |
|--|----------|-----------|---------|-------|--|
| Montreux Equity Partners V Associates I, LLC ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111 | | X | | | |
| Montreux Equity Partners V, L.P. ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111 | | X | | | |
| TURNER DANIEL K III ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111 | | X | | | |

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.
 - 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
- (4) 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.
 - 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
- (5) 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.
- Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's

 (6) 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.

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