

Baker Mark Andrew
 Form 4
 February 20, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
Baker Mark Andrew

 (Last) (First) (Middle)
4051 BROAD STREET, SUITE 220

 (Street)
SAN LUIS OBISPO, CA 93401

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MINDBODY, Inc. [MB]

 3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Revenue Officer

 6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ 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
Class A Common Stock	02/15/2019		D		76,230 <u>(1)</u> <u>(2)</u>	D	<u>(2)</u> <u>(3)</u> 0

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)

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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
Employee Stock Option (Right to Buy)	\$ 33.45	02/15/2019		D		34,298		(4)	02/20/2028	Class A Common Stock	34,298

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baker Mark Andrew 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401			Chief Revenue Officer	

Signatures

/s/ Brett T. White, Attorney-in-Fact 02/20/2019

**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) Includes 75,930 unvested restricted stock units ("RSUs").
Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated December 23, 2018, by and among MINDBODY, Inc., a Delaware corporation (the "Issuer"), Torreys Parent, LLC ("Parent"), and Torreys Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), on February 15, 2019, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each of the unvested RSUs was cancelled and replaced with the right to receive \$36.50 in cash, without interest, subject to the Reporting Person's continued service with Parent and its affiliates (including the Issuer and its subsidiaries) through the applicable vesting dates, which payment shall be made on the same vesting schedule and subject to the same terms and conditions as the unvested RSUs would have been.
 - (2) In connection with the Merger, each share of Class A Common Stock was cancelled and converted into the right to receive \$36.50 in cash, without interest, per share, subject to the terms and conditions of the Merger Agreement.
 - (3) 1/4 of the shares subject to the option vest on February 20, 2019, and 1/48 of the shares vest monthly thereafter.
 - (5) At the Effective Time, each of the unvested options was cancelled and replaced with the right to receive a cash payment equal to the product of (i) the aggregate number of shares subject to such option, multiplied by (ii) \$36.50 less the applicable per share exercise price under such option, subject to any applicable withholding taxes, which cash payment will, subject to the Reporting Person's continued

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service with Parent and its affiliates (including the Issuer and its subsidiaries) through the applicable vesting dates, vest and be payable at the same time as the unvested option would have vested.

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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