

MINDBODY, Inc.
Form 4
June 24, 2015

FORM 4

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

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

OMB APPROVAL

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(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 Indirect Beneficial 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>	336,633	I	See footnote <u>(4)</u>
Common Stock	06/24/2015		C		590,554	A	<u>(1)</u> <u>(2)</u> <u>(3)</u>	594,349	I	See footnote <u>(5)</u>
Common Stock <u>(6)</u>	06/24/2015		J		336,633	D	<u>(6)</u>	0	I	See footnote <u>(4)</u>
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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(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 Underlying Securities (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			12,042	(1)	(1)	Common Stock	12,1
Series A Preferred Stock	(1)	06/24/2015		C			145	(1)	(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	590,3
Class B Common Stock (6) (7)	(7)	06/24/2015		J			336,633	(7)	(7)	Class A Common Stock	336,
Class B Common Stock (6) (7)	(7)	06/24/2015		J			594,349	(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.

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