

MINDBODY, Inc.
Form 3
June 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>W Capital Partners III, L.P.</p> <p>(Last) (First) (Middle)</p> <p>400 PARK AVENUE, STE. 910</p> <p>(Street)</p> <p>NEW YORK, NY 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/18/2015</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MINDBODY, Inc. [MB]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	962,277	I	By W Capital Partners III, L.P. ⁽²⁾ <u>(3)</u>

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series A Redeemable Convertible Preferred Stock	Â (4)	Â (4)	Common Stock (1)	36,882	\$ (4)	I	By W Capital Partners III, L.P. (2) (3)
Series B Redeemable Convertible Preferred Stock	Â (5)	Â (5)	Common Stock (1)	22,833	\$ (5)	I	By W Capital Partners III, L.P. (2) (3)
Series G Redeemable Convertible Preferred Stock	Â (6)	Â (6)	Common Stock (1)	1,807,850	\$ (6)	I	By W Capital Partners III, L.P. (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
W Capital Partners III, L.P. 400 PARK AVENUE, STE. 910 NEW YORK, NY 10022	Â	Â X	Â	Â
WCP GP III, L.P. 400 PARK AVENUE, STE. 910 NEW YORK, NY 10022	Â	Â X	Â	Â
WCP GP III, LLC 400 PARK AVENUE, STE. 910 NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

By: W Capital Partners III, L.P., By: WCP GP III, L.P., its sole general partner, By: WCP GP III, LLC, its sole general partner, By: /s/ Robert J. Migliorino, Managing Member	06/18/2015
**Signature of Reporting Person	Date
By: WCP GP III, L.P., By: WCP GP III, LLC, its sole general partner, By: /s/ Robert J. Migliorino, Managing Member	06/18/2015
**Signature of Reporting Person	Date
By: WCP GP III, LLC, /s/ Robert J. Migliorino, Managing Member	06/18/2015
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 Common Stock will be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock (the "IPO"). Each share of Class B Common Stock will be convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock (i) upon any transfer, whether or not for value, except for certain transfers described in the Issuer's amended and restated certificate of incorporation, including transfers for tax and estate planning purposes so long as the transferring holder of Class B Common Stock continues to hold exclusive voting and dispositive power with

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respect to the shares transferred, and (ii) June 18, 2022.

Shares are held directly by W Capital Partners III, L.P. ("Fund III"). The sole general partner of Fund III is WCP GP III, L.P. ("WCP LP"), and the sole general partner of WCP LP is WCP GP III, LLC ("WCP LLC", and together with Fund III and WCP LP, the "W

- (2) Capital Entities"). Each of the W Capital Entities may be deemed to have sole voting, investment and dispositive power with respect to the shares held directly by Fund III. WCP LP disclaims beneficial ownership of the securities owned directly by Fund III, and this report shall not be deemed as an admission that it is the beneficial owner of such securities,

- (3) (Continued From Footnote 2) except to the extent of its pecuniary interest therein, if any, by virtue of its general partner interests in Fund III. WCP LLC disclaims beneficial ownership of the securities owned directly by Fund III, and this report shall not be deemed as an admission that it is the beneficial owner of such securities, except to the extent of its pecuniary interest therein, if any, by virtue of its general partner interests in WCP LP.

- (4) The Series A Redeemable Convertible Preferred Stock is convertible into Common Stock on a 1:100877635428226 basis and has no expiration date. Immediately prior to the completion of the Issuer's IPO, all shares of Series A Redeemable Convertible Preferred Stock will be converted into shares of Common Stock.

- (5) The Series B Redeemable Convertible Preferred Stock is convertible into Common Stock on a 1:01483963618956 basis and has no expiration date. Immediately prior to the completion of the Issuer's IPO, all shares of Series B Redeemable Convertible Preferred Stock will be converted into shares of Common Stock.

- (6) The Series G Redeemable Convertible Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's IPO, all shares of Series G Redeemable Convertible Preferred Stock will be converted into shares of Common Stock.

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Remarks:

EXHIBITÂ 99.1Â JointÂ FilerÂ Information

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.