

MINDBODY, Inc.
Form 4
February 17, 2016

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 *
Catalyst Investors II LP

(Last) (First) (Middle)

711 FIFTH AVENUE, SUITE 600

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MINDBODY, Inc. [MB]

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

02/12/2016

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)
Class A Common Stock	02/12/2016		C	494,310 A	494,310	I	see footnote (2) (3)
Class A Common Stock	02/12/2016		J(4)	494,310 (5) D	\$ 0 0	I	see footnote (2)
Class A Common Stock	02/12/2016		J(6)	5,517 A	\$ 0 5,517	I	see footnote (2) (7)
Class A Common Stock	02/12/2016		J(8)	5,517 D	\$ 0 0	I	see footnote (2) (7)

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Class A Common Stock	02/12/2016	J ⁽⁹⁾	55	A	\$ 0	55	I	see footnote (2) (10)
Class A Common Stock	02/12/2016	J ⁽¹¹⁾	55	D	\$ 0	0	I	see footnote (2)

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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Class B Common Stock	<u>(1)</u>	02/12/2016		C	494,310 <u>(12)</u>	<u>(1)</u> <u>(1)</u>	Class A Common Stock	494,310 <u>(12)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catalyst Investors II LP 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		
Catalyst Investors QP II LP 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		
CATALYST INVESTORS PARTNERS II, L.P. 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		
Catalyst Investors Partners, L.L.C. 711 FIFTH AVENUE, SUITE 600 NEW YORK, NY 10022		X		

Signatures

/s/ Brian Rich, Member and
Advisor

02/17/2016

__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) 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.
- (2) Catalyst Investors Partners II, L.P. ("CIP II") is the general partner of Catalyst Investors II, L.P. ("CI II") and Catalyst Investors QP II, L.P. ("CIQP II"). Catalyst Investors Partners, L.L.C. ("CIP LLC") is the general partner of CIP II. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of its respective pecuniary interest therein.
- (3) 87,166 of these shares are held by CI II and 407,144 of these shares are held by CIQP II.
- (4) Effective February 12, 2016, CI II and CIQP II distributed in-kind, on a pro rata basis without consideration, a total of 494,310 shares of Class A Common Stock to their respective limited partners and CIP II.
- (5) 87,166 of these shares are being distributed by CI II, and 407,144 of these shares are being distributed by CIQP II.
- (6) Represents shares received by CIP II in the distributions described in footnote 4.
- (7) Shares held by CIP II.
- (8) Effective February 12, 2016, CIP II distributed in-kind on a pro rata basis without consideration, a total of 5,517 shares of Class A Common Stock to CIP LLC and its limited partners.
- (9) Represents shares received by CIP LLC in the distribution described in footnote 8.
- (10) Shares held by CIP LLC.
- (11) Effective February 12, 2016, CIP LLC distributed in-kind on a pro rata basis without consideration, a total of 55 shares of Class A Common Stock to its members.
- (12) 87,166 of the shares converted were held by CI II and 407,144 of the shares converted were held by CIQP II.
- (13) 784,489 of these shares are owned directly by CI II, and 3,664,300 of these shares are owned directly by CIQP II.

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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