

MINDBODY, Inc.
Form 4
May 26, 2016

FORM 4

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

OMB APPROVAL

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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 *
Bessemer Venture Partners VII L.P.

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2016

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)

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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------|-------------|---|---------------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 05/24/2016 | | C | | 648,002 (2) | A | | \$ 0 (1) | 648,002 (2) | I | See Footnotes (2) (4) (5) |
| Class A Common Stock | 05/24/2016 | | J(6) | | 648,002 (6) | D | | \$ 0 (6) | 0 | I | See Footnotes (4) (5) (6) |

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

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number.

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. L | 9. S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (1) | 05/24/2016 | | C | 648,002 (2) | (1) | (1) | Class A Common Stock | 648,002 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bessemer Venture Partners VII L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | X | X | | |
| Deer VII & Co. Ltd. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | | | X | |
| Deer VII & Co. L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | | | X | |
| Bessemer Venture Partners VII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | | | X | |
| BVP VII SPECIAL OPPORTUNITY FUND LP C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538 | | | X | |

Signatures

/s/ Scott Ring, General Counsel of Deer VII & Co. Ltd., the General Partner for Deer VII & Co. L.P., the General Partner of Bessemer Venture Partners VII Institutional L.P., Bessemer Venture Partners VII L.P. and BVP VII Special Opportunity Fund L.P.

05/25/2016

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__Signature of Reporting Person

Date

/s/ Scott Ring, General Counsel of Deer VII & Co. Ltd., the General Partner for Deer VII & Co. L.P.

05/25/2016

__Signature of Reporting Person

Date

/s/ Scott Ring, General Counsel of Deer VII & Co. Ltd.

05/25/2016

__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.

Represents 207,361 shares converted from Class B to Class A Common Stock by Bessemer Venture Partners VII L.P. ("BVP VII"),

- (2) 90,720 shares converted by Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst") and 349,921 shares converted by BVP Special Opportunity Fund VII L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds").

- (3) After the conversion, 1,578,888 Class B Common shares are held by BVP VII, 690,762 Class B Common shares are held by BVP VII Inst, and 2,664,373 Class B Common shares are held by BVP VII SOF.

Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VII & Co. L.P. ("Deer L.P."), which is the general partner of the Funds.

- (4) Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. are the beneficial owners of such securities, except to the extent of their pecuniary interest therein, if any, by virtue of their direct and indirect general partner interests in the Funds.

- (5) Jeremy Levine, a director of Deer Ltd., serves as the representative of the Funds, Deer Ltd., and Deer L.P., on the Issuer's board of directors.

On May 24, 2016, BVP VII, BVP VII Inst, and BVP VII SOF distributed, for no consideration, 207,361, 90,720, and 349,921 shares, respectively, of Class A Common Stock (the "DIK") to their limited partners and to Deer L.P., representing each such partner's pro rata interest in the shares held by the Funds. On the same date, one or more of such limited partner(s) distributed, for no consideration, the

- (6) Shares to certain of its or their members in an amount equal to each such member's or members' respective pro rata interests in the Shares. Finally, on the same date, Deer L.P. distributed, for no consideration, the Shares it received from the distributions to its members in an amount equal to each such member's pro rata interest in the Shares. All of the aforementioned distributions were made in accordance with the exemption afforded by Rule 16a-13 of the Securities Exchange Act of 1934, as amended.

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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