

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Abdiel Capital Management, LLC

(Last) (First) (Middle)

C/O ABDIEL CAPITAL, 410 PARK
AVENUE, SUITE 930

(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)	
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/12/2016		P		59,630	A	\$ <u>9.53</u> ⁽²⁾	2,295,832	I	By Abdiel Qualified Master Fund, LP ⁽¹⁾
Class A Common Stock	02/12/2016		P		3,023	A	\$ <u>9.53</u> ⁽²⁾	2,298,855	I	By Abdiel Capital, LP ⁽¹⁾
Class A Common Stock	02/16/2016		P		165,001	A	\$ <u>10.07</u> ⁽³⁾	2,463,856	I	By Abdiel Qualified Master Fund, LP

By Abdiel
Qualified
Master
Fund, LP
(1)

By Abdiel
Capital,
LP (1)

By Abdiel
Qualified
Master
Fund, LP

Class A Common Stock	02/16/2016	P	8,479	A	\$ 10.07 (3)	2,472,335	I	(1) By Abdiel Capital, LP (1)
Class A Common Stock	02/17/2016	P	1,416	A	\$ 10.3 (4)	2,473,751	I	By Abdiel Qualified Master Fund, LP (1)
Class A Common Stock	02/17/2016	P	84	A	\$ 10.3 (4)	2,473,835	I	By Abdiel Capital, LP (1)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Abdiel Capital Management, LLC C/O ABDIEL CAPITAL 410 PARK AVENUE, SUITE 930 NEW YORK, NY 10022	X
Abdiel Qualified Master Fund LP C/O ABDIEL CAPITAL	X

410 PARK AVENUE, SUITE 930
NEW YORK, NY 10022

Abdiel Capital LP
C/O ABDIEL CAPITAL
410 PARK AVENUE, SUITE 930 X
NEW YORK, NY 10022

Abdiel Capital Advisors, LP
C/O ABDIEL CAPITAL
410 PARK AVENUE, SUITE 930 X
NEW YORK, NY 10022

Moran Colin T.
C/O ABDIEL CAPITAL
410 PARK AVENUE, SUITE 930 X
NEW YORK, NY 10022

Signatures

/s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC, general partner of Abdiel Qualified Master Fund, LP 02/17/2016

__Signature of Reporting Person Date

/s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC, general partner of Abdiel Capital, LP 02/17/2016

__Signature of Reporting Person Date

/s/ Colin T. Moran as managing member of Abdiel Capital Management, LLC 02/17/2016

__Signature of Reporting Person Date

/s/ Colin T. Moran as managing member of Abdiel Capital Partners, LLC, general partner of Abdiel Capital Advisors, LP 02/17/2016

__Signature of Reporting Person Date

/s/ Colin T. Moran, individually 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) The share numbers in Column 5 represent the aggregated holdings of Abdiel Qualified Master Fund, LP ("AQMF") and Abdiel Capital, LP ("ACLP"). Abdiel Capital Management, LLC is the general partner of AQMF and ACLP, and Abdiel Capital Advisors, LP serves as the investment manager of AQMF and ACLP. Colin T. Moran is the managing member of Abdiel Capital Management, LLC and Abdiel Capital Partners, LLC, which is the general partner of Abdiel Capital Advisors, LP. By virtue of the foregoing relationships, each of the reporting persons may be deemed to beneficially own the securities held by AQMF and ACLP. Each reporting person disclaims beneficial ownership of such securities, except to the extent of its or his pecuniary interest therein.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.29 to \$9.75. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.71 to \$10.25. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

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- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$10.20 to \$10.50. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.

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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