

WHITE BRETT T

Form 4

April 04, 2018

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 *
WHITE BRETT T

(Last) (First) (Middle)

4051 BROAD STREET, SUITE 220

(Street)

SAN LUIS OBISPO, CA 93401

(City) (State) (Zip)

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

MINDBODY, Inc. [MB]

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

04/02/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

CFO & COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Class A Common Stock | 04/02/2018 | | C ⁽¹⁾ | 20,000 | A \$ 0 | 138,245 ⁽²⁾ ⁽³⁾ | D |
| Class A Common Stock | 04/02/2018 | | S ⁽⁴⁾ | 13,070 | D \$ 37.425 ⁽⁵⁾ | 125,175 ⁽²⁾ | D |
| Class A Common Stock | 04/02/2018 | | S ⁽⁴⁾ | 6,730 | D \$ 38.2 ⁽⁶⁾ | 118,445 ⁽²⁾ | D |
| Class A Common | 04/02/2018 | | S ⁽⁴⁾ | 200 | D \$ 38.85 | 118,245 ⁽²⁾ | D |

Stock

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 Security (Instr. 3 and 4) | | | |
|---|---|---|---|---|--|--|-----|--|--------------------|----------------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 7.708 | 04/02/2018 | | M | | 20,000 | | 06/24/2016 | 06/27/2023 | Class B Common Stock | 20,000 |
| Class B Common Stock | (7) | 04/02/2018 | | M | | 20,000 | | (7) | (7) | Class A Common Stock | 20,000 |
| Class B Common Stock | (7) | 04/02/2018 | | C | | 20,000 | | (7) | (7) | Class A Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| WHITE BRETT T 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401 | | | CFO & COO | |

Signatures

/s/ Kimberly G. Lytikainen,
Attorney-in-Fact

04/04/2018

__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 A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
- (2) Includes 102,980 restricted stock units ("RSUs"), where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.

Due to a clerical error in the Form 4s filed by the Reporting Person on February 27, 2018 and on March 2, 2018, the amount of securities beneficially owned directly by the Reporting Person following the reported transactions was underreported, and should have been
- (3) 118,245 shares, of which 15,265 consisted of outstanding shares and 102,980 consisted of RSUs. This clerical error has been corrected in Column 5 of this Form 4.
- (4) The sales reported on the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The price reported in column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.85
- (5) to \$37.825, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

The price reported in column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.85
- (6) to \$38.60, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (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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