

MINDBODY, Inc.
Form 4
May 13, 2016

FORM 4

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

OMB APPROVAL

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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

(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)
05/11/2016

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	05/11/2016		C(1)		250,000 (2)	A		\$ 0 (1)	250,000 (2)	I	See footnotes (3) (4)
Class A Common Stock	05/11/2016		S		250,000 (2)	D		\$ 14.2 (5)	0	I	See footnotes (3) (4)

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

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SEC 1474 (9-02)

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)	05/11/2016		C	250,000 (2)	(1)	(1)	Class A Common Stock	250,000 (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.

05/12/2016

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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.

05/12/2016

__Signature of Reporting Person

Date

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

05/12/2016

__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 80,000 shares sold by Bessemer Venture Partners VII L.P. ("BVP VII"), 35,000 shares sold by Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst"), and 135,000 shares sold by BVP Special Opportunity Fund VII L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds").

- (2) Deer VII & Co. Ltd. ("Deer VII Ltd") is the general partner of Deer VII & Co. L.P. ("Deer VII LP" and, together with the Funds and Deer VII Ltd, the "Bessemer Entities"), which is the general partner of the Funds. Deer VII Ltd and Deer VII LP disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer VII Ltd and Deer VII LP 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.

- (3) Jeremy Levine, a director of Deer VII Ltd, serves as the representative of the Bessemer Entities on the Issuer's board of directors.

The shares were sold in a single execution, which took place at the price indicated above. The Reporting Person hereby undertakes, upon request of the Staff of the U.S. Securities and Exchange Commission, the Issuer or a security holder of the Issuer, to provide full information regarding such execution.

- (4) After the reported transaction, BVP VII owned 1,786,249 shares, BVP VII Inst owned 781,482 shares, and BVP VII SOF owned 3,014,294 shares.

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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