

MINDBODY, Inc.
Form 4
June 24, 2015

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 *
W Capital Partners III, L.P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
400 PARK AVENUE, SUITE 910

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2015

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

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	06/24/2015		C	V	Amount: 1,867,565 Price: <u>(1)</u> <u>(2)</u> <u>(3)</u>	I	See Footnotes (4) (5)
Common Stock	06/24/2015		J ⁽⁶⁾	D	Amount: 2,829,842 Price: <u>(6)</u> 0	I	See Footnotes (4) (5)

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

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SEC 1474 (9-02)

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date		
Series A Redeemable Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	06/24/2015		C	V	36,882		<u>(1)</u>	<u>(1)</u>	Common Stock
Series B Redeemable Convertible Preferred Stock ⁽²⁾	<u>(2)</u>	06/24/2015		C		22,833		<u>(2)</u>	<u>(2)</u>	Common Stock
Series G Redeemable Convertible Preferred Stock ⁽³⁾	<u>(3)</u>	06/24/2015		C		1,807,850		<u>(3)</u>	<u>(3)</u>	Common Stock
Class B Common Stock ^{(6) (7)}	<u>(7)</u>	06/24/2015		J ⁽⁶⁾		2,829,842		<u>(7)</u>	<u>(7)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
W Capital Partners III, L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022		X		
WCP GP III, L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022		X		
WCP GP III, LLC 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022		X		

Signatures

By: W Capital Partners III, L.P., By: WCP GP III, L.P., its sole general partner, By: WCP GP III, LLC, its sole general partner, By: /s/ David S. Wachter, Managing Member	06/24/2015
__Signature of Reporting Person	Date
By: WCP GP III, L.P., its sole general partner, By: WCP GP III, LLC, its sole general partner, By: /s/ David S. Wachter, Managing Member	06/24/2015
__Signature of Reporting Person	Date
By: WCP GP III, LLC, /s/ David S. Wachter, Managing Member	06/24/2015
__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 Series A Redeemable Convertible Preferred Stock automatically converted into Common Stock on a 1:100877635428226 basis immediately prior to the closing of the Issuer's IPO and had no expiration date.
 - (2) The Series B Redeemable Convertible Preferred Stock automatically converted into Common Stock on a 1:01483963618956 basis immediately prior to the closing of the Issuer's IPO and had no expiration date.
 - (3) The Series G Redeemable Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's IPO and had no expiration date.
- Shares are held directly by W Capital Partners III, L.P. ("Fund III"). The sole general partner of Fund III is WCP GP III, L.P. ("WCP LP"), and the sole general partner of WCP LP is WCP GP III, LLC ("WCP LLC", and together with Fund III and WCP LP, the "W Capital Entities"). Each of the W Capital Entities may be deemed to have sole voting, investment and dispositive power with respect to the shares held directly by Fund III. WCP LP disclaims beneficial ownership of the securities owned directly by Fund III, and this report shall not be deemed as an admission that it is the beneficial owner of such securities, except to the extent of its pecuniary interest therein, if any, by virtue of its general partner interests in Fund III.
- (4) (Continued from Footnote 4) WCP LP disclaims beneficial ownership of the securities owned directly by Fund III, and this report shall not be deemed as an admission that it is the beneficial owner of such securities, except to the extent of its pecuniary interest therein, if any, by virtue of its general partner interests in WCP LP.
- Following the conversion of each series of the Issuer's redeemable convertible preferred stock into Common Stock and immediately prior to the closing of the Issuer's IPO, each share of Common Stock was reclassified into one (1) share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (6) Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock (i) upon any transfer, whether or not for value, except for certain transfers described in the Issuer's amended and restated certificate of incorporation, including transfers for tax and estate planning purposes so long as the transferring holder of Class B Common Stock continues to hold exclusive voting and dispositive power with respect to the shares transferred, and (ii) June 18, 2022.

Remarks:

EXHIBIT 99.1 Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.