MINDBODY, Inc.
Form 4
June 24, 2015

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Donohue William Brian

(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)
06/24/2015

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 below) _____ Other (specify below)
Chief Information Officer

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)
			Code	V	Amount	(A) or (D)	Price			

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amoun Underlying Securit (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (right to buy)	$ 1.392	06/24/2015		J			25,000	(1)	11/15/2021	Common Stock (2)	25,(
Employee Stock Option (right to buy)	$ 1.392	06/24/2015		J		25,000		(1)	11/15/2021	Class B Common Stock (2) (3)	25,(
Employee Stock Option (right to buy)	$ 7.708	06/24/2015		J			14,750	(4)	06/23/2023	Common Stock (2)	14,7
Employee Stock Option (right to buy)	$ 7.708	06/24/2015		J		14,750		(4)	06/23/2023	Class B Common Stock (2) (3)	14,7
Employee Stock Option (right to buy)	$ 11.52	06/24/2015		J			12,500	(5)	02/06/2024	Common Stock (2)	12,5
Employee Stock Option (right to buy)	$ 11.52	06/24/2015		J		12,500		(5)	02/06/2024	Class B Common Stock (2) (3)	12,5
Employee Stock Option (right to buy)	$ 9.936	06/24/2015		J			50,000	(6)	05/14/2024	Common Stock (2)	50,(
Employee Stock Option (right to buy)	$ 9.936	06/24/2015		J		50,000		(6)	05/14/2024	Class B Common Stock (2) (3)	50,(

Employee Stock Option (right to buy)	$ 14.476	06/24/2015		J		25,000	(7)	02/05/2025	Common Stock (2)	25,0
Employee Stock Option (right to buy)	$ 14.476	06/24/2015		J	25,000		(7)	02/05/2025	Class B Common Stock (2) (3)	25,0
Employee Stock Option (right to buy)	$ 14.496	06/24/2015		J		25,000	(8)	05/22/2025	Common Stock (2)	25,0
Employee Stock Option (right to buy)	$ 14.496	06/24/2015		J	25,000		(8)	05/22/2025	Class B Common Stock (2) (3)	25,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Donohue William Brian 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401			Chief Information Officer	

Signatures

/s/ Kimberly G. Lytikainen, Attorney-in-Fact	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) 25% of the shares subject to the option vested on November 15, 2012, and 2.0833% of the shares vest monthly thereafter.

(2) Immediately prior to the closing of the Issuer's initial public offering, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.

(3) 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.

(4) 25% of the shares subject to the option vested on June 27, 2014, and 2.0833% of the shares vest monthly thereafter.

(5) 1/48 of the shares subject to the option vested on February 1, 2014, and 1/48 of the shares vest monthly thereafter.

(6) 1/48 of the shares subject to the option vested on June 14, 2014, and 1/48 of the shares vest monthly thereafter.

(7) 1/48 of the shares subject to the option vested on March 5, 2015, and 1/48 of the shares vest monthly thereafter.

(8) 1/48 of the shares subject to the option vest on June 22, 2015, and 1/48 of the shares vest monthly thereafter.

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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