

MINDBODY, Inc.
Form 4
June 25, 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 *
Catalyst Investors II LP

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)
711 FIFTH AVENUE, SUITE 600

(Street)

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

___ Director ___X___ 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
X 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 (A) or (D) Price (1) (2) (3)	I	See footnote (4) (5)
Common Stock (6)	06/24/2015		J		Amount (6) Price 0	I	See footnote (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 Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	06/24/2015		C		94,999	<u>(1)</u>	<u>(1)</u>	Common Stock
Series C Preferred Stock ⁽²⁾	<u>(2)</u>	06/24/2015		C		4,019,524	<u>(2)</u>	<u>(2)</u>	Common Stock
Series D Preferred Stock ⁽³⁾	<u>(3)</u>	06/24/2015		C		734,664	<u>(3)</u>	<u>(3)</u>	Common Stock
Class B Common Stock ⁽⁶⁾ ⁽¹⁰⁾	<u>(10)</u>	06/24/2015		J		4,943,099	<u>(10)</u>	<u>(10)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Catalyst Investors II LP 711 FIFTH AVENUE SUITE 600 NEW YORK, NY 10022		X		
Catalyst Investors QP II LP 711 FIFTH AVENUE SUITE 600 NEW YORK, NY 10022		X		
CATALYST INVESTORS PARTNERS II, L.P. 711 FIFTH AVENUE SUITE 600 NEW YORK, NY 10022		X		
Catalyst Investors Partners, L.L.C. 711 FIFTH AVENUE SUITE 600 NEW YORK, NY 10022		X		

Signatures

/s/ Catalyst Investors II, L.P., by Catalyst Investors Partners II, L.P., its general partner, by Catalyst Investors Partners, L.L.C., general partner of the general partner, by Brian Rich, Member and Advisor 06/25/2015

__Signature of Reporting Person Date

/s/ Catalyst Investors QP II, L.P., by Catalyst Investors Partners II, L.P., its general partner, by Catalyst Investors Partners, L.L.C., general partner of the general partner, by Brian Rich, Member and Advisor 06/25/2015

__Signature of Reporting Person Date

/s/ Catalyst Investors Partners II, L.P., by Catalyst Investors Partners, L.L.C., its general partner, by Brian Rich, Member and Advisor 06/25/2015

__Signature of Reporting Person Date

/s/ Catalyst Investors Partners, L.L.C., by Brian Rich, Member and Advisor 06/25/2015

__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 Preferred Stock automatically converted into Common Stock on a 1:1.00877635428226 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series C Preferred Stock automatically converted into Common Stock on a 1:1.01916605705925 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) The Series D Preferred Stock automatically converted into Common Stock on a 1:1.02183733454323 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) Catalyst Investors Partners II, L.P. ("CIP II") is the general partner of Catalyst Investors II, L.P. ("CI II") and Catalyst Investors QP II, L.P. ("CIQP II"). Catalyst Investors Partners, L.L.C. ("CIP LLC") is the general partner of CIP II. Brian A. Rich, D. Ryan McNally and Christopher J. Shipman are the managers of the board of CIP LLC, and as such may be deemed to have shared voting and dispositive power with respect to the shares held by CI II and CIQP II. Each of these individuals disclaims beneficial ownership of the securities reported herein, except to the extent of his respective pecuniary interest therein.
- (5) 871,655 of these shares are owned directly by CI II, and 4,071,444 of these shares are owned directly by CIQP II.
- (6) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (7) 16,752 of these shares are owned directly by CI II, and 78,247 of these shares are owned directly by CIQP II.
- (8) 708,797 of these shares are owned directly by CI II, and 3,310,727 of these shares are owned directly by CIQP II.
- (9) 129,547 of these shares are owned directly by CI II, and 605,117 of these shares are owned directly by CIQP II.
- (10) 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. 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.