

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 *
Bessemer Venture Partners VII 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)

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

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

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVE., SUITE 104

(Street)

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

LARCHMONT, NY 10538

(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	6,480,027	A	See footnote (5) (6) (7)
Common Stock (8)	06/24/2015		J		6,480,027	D	See footnote (5) (6) (7)

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

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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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series D Preferred Stock ⁽¹⁾	<u>(1)</u>	06/24/2015		C	3,861,002	<u>(1)</u> <u>(1)</u>	Common Stock
Series E Preferred Stock ⁽²⁾	<u>(2)</u>	06/24/2015		C	1,219,530	<u>(2)</u> <u>(2)</u>	Common Stock
Series F Preferred Stock ⁽³⁾	<u>(3)</u>	06/24/2015		C	537,199	<u>(3)</u> <u>(3)</u>	Common Stock
Series G Preferred Stock ⁽⁴⁾	<u>(4)</u>	06/24/2015		C	777,984	<u>(4)</u> <u>(4)</u>	Common Stock
Class B Common Stock ⁽⁸⁾ ⁽¹³⁾	<u>(13)</u>	06/24/2015		J	6,480,027	<u>(13)</u> <u>(13)</u>	Class A Common Stock

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 AVE., SUITE 104 LARCHMONT, NY 10538	X	X		
Bessemer Venture Partners VII Institutional L.P. C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104 LARCHMONT, NY 10538	X	X		
BVP VII SPECIAL OPPORTUNITY FUND LP C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVE., SUITE 104	X	X		

LARCHMONT, NY 10538

Deer VII & Co. L.P.

C/O BESSEMER VENTURE PARTNERS X X
 1865 PALMER AVE., SUITE 104
 LARCHMONT, NY 10538

Deer VII & Co. Ltd.

C/O BESSEMER VENTURE PARTNERS X X
 1865 PALMER AVE., SUITE 104
 LARCHMONT, NY 10538

Signatures

/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of Bessemer Venture Partners VII L.P. 06/25/2015

__Signature of Reporting Person Date

/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of Bessemer Venture Partners VII Institutional L.P. 06/25/2015

__Signature of Reporting Person Date

/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P., the General Partner of BVP VII Special Opportunity Fund L.P. 06/25/2015

__Signature of Reporting Person Date

/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd., the General Partner of Deer VII & Co. L.P. 06/25/2015

__Signature of Reporting Person Date

/s/ Scott Ring, General Counsel, Deer VII & Co. Ltd. 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 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.
- (2) The Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) The Series F Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (4) The Series G Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (5) Deer VII & Co. Ltd. ("Deer Ltd.") is the general partner of Deer VII & Co. L.P. ("Deer L.P."), which is the general partner of Bessemer Venture Partners VII Institutional LP ("BVP VII Inst"), Bessemer Venture Partners VII, LP ("BVP VII") and BVP VII Special Opportunity Fund LP ("BVP VII SOF", and together with BVP VII Inst and BVP VII, the "Funds"). Deer Ltd. and Deer L.P. disclaim beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that Deer Ltd. and Deer L.P. 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.
- (6) 907,202 of these shares are owned directly by BVP VII Inst, 2,073,610 of these shares are owned directly by BVP VII, and 3,499,215 of these shares are owned directly by BVP VII SOF.

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- (7) Jeremy Levine, a director of Deer Ltd., serves as the representative of Deer Ltd., Deer L.P. and the Funds on the Issuer's board of directors.
- (8) 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.
- (9) 540,540 of these shares were owned directly by BVP VII Inst, 1,235,520 of these shares were owned directly by BVP VII, and 2,084,942 of these shares were owned directly by BVP VII SOF.
- (10) 170,735 of these shares were owned directly by BVP VII Inst, 390,250 of these shares were owned directly by BVP VII, and 658,545 of these shares were owned directly by BVP VII SOF.
- (11) 75,207 of these shares were owned directly by BVP VII Inst, 171,905 of these shares were owned directly by BVP VII, and 290,087 of these shares were owned directly by BVP VII SOF.
- (12) 108,917 of these shares were owned directly by BVP VII Inst, 248,955 of these shares were owned directly by BVP VII, and 420,112 of these shares were owned directly by BVP VII SOF.
- (13) 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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