

Stollmeyer Richard Lee  
 Form 4  
 March 16, 2018

**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 \*  
 Stollmeyer Richard Lee

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)  
 4051 BROAD STREET, SUITE 220  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/14/2018

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

SAN LUIS OBISPO, CA 93401

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Class A Common Stock            |                                      |  |                                |   | 174,455 <sup>(1)</sup>  | D  |  |
| Class A Common Stock            | 03/14/2018                           |  | C <sup>(2)</sup>               | 13,600 A  | \$ 0 13,600   | I  | See Footnote <sup>(3)</sup>                |
| Class A Common Stock            | 03/14/2018                           |  | S                              | 13,600 D  | \$ <u>40.57</u> 0 <sup>(4)</sup>  | I  | See Footnote <sup>(3)</sup>                |

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

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(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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Class B Common Stock (convertible into Class A Common Stock) | (5)  |                                      |  |                                |   | (5) (5)  | Class A Common Stock 682,188                                  |
| Class B Common Stock (convertible into Class A Common Stock) | (5)  | 03/14/2018                           |  | C                              | 13,600  | (5) (5)  | Class A Common Stock 13,600                                   |
| Class B Common Stock (convertible into Class A Common Stock) | (5)  |                                      |  |                                |   | (5) (5)  | Class A Common Stock 1,250                                    |
| Class B Common Stock (convertible into Class A Common Stock) | (5)  |                                      |  |                                |   | (5) (5)  | Class A Common Stock 1,250                                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Stollmeyer Richard Lee<br>4051 BROAD STREET<br>SUITE 220<br>SAN LUIS OBISPO, CA 93401 | X             |           | CEO     |       |

## Signatures

/s/ Kimberly G. Lytikainen,  
Attorney-in-Fact

03/16/2018

\_\_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) Includes 157,438 restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of Issuer's Class A Common Stock upon settlement.
- (2) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of the Reporting Person.
- (3) The shares are held of record by the Reporting Person's spouse.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.40
- (4) to \$40.70, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the Form 4.
- (5) 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.
- (6) The shares are held of record by the Reporting Person's child.
- (7) The shares are held of record by the Reporting Person's spouse as custodian for the benefit of her minor child.

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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