

MINDBODY, Inc.
Form 3
June 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Catalyst Investors II LP | | (Month/Day/Year) | MINDBODY, Inc. [MB] | |
| (Last) | (First) | (Middle) | 06/18/2015 | |
| 711 FIFTH AVENUE, SUITE 600 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, NY 10022 | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--------------------------|-------|-------|------------------|-----------|--------|---|----------------------|
| Series A Preferred Stock | Â (1) | Â (1) | Common Stock (2) | 94,999 | \$ (1) | I | See footnote (3) (4) |
| Series C Preferred Stock | Â (5) | Â (5) | Common Stock (2) | 4,019,524 | \$ (5) | I | See footnote (3) (6) |
| Series D Preferred Stock | Â (7) | Â (7) | Common Stock (2) | 734,664 | \$ (7) | I | See footnote (3) (8) |

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 | Â | Â X | Â | Â |
| Catalyst Investors QP II LP 711 FIFTH AVENUE SUITE 600 NEW YORK, NY 10022 | Â | Â X | Â | Â |
| CATALYST INVESTORS PARTNERS II, L.P. 711 FIFTH AVENUE SUITE 600 NEW YORK, NY 10022 | Â | Â X | Â | Â |
| Catalyst Investors Partners, L.L.C. 711 FIFTH AVENUE SUITE 600 NEW YORK, NY 10022 | Â | Â X | Â | Â |

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 06/18/2015

__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 06/18/2015

__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 06/18/2015

__Signature of Reporting Person

Date

/s/ Catalyst Investors Partners, L.L.C., by Brian Rich, Member and Advisor 06/18/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 is convertible into Common Stock on a 1:1.00877635428226 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock of the Issuer.

(2) Each share of Common Stock shall be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.

(3) 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.

(4) As of the date hereof, CI II and CIQP II own 16,752 shares and 78,247 shares, respectively, of Series A Preferred Stock.

(5) The Series C Preferred Stock is convertible into Common Stock on a 1:1.01916605705925 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series C Preferred Stock will be converted into shares of Common Stock of the Issuer.

(6) As of the date hereof, CI II and CIQP II own 708,797 shares and 3,310,727 shares, respectively, of Series C Preferred Stock.

(7) The Series D Preferred Stock is convertible into Common Stock on a 1:1.02183733454323 basis and has no expiration date. Immediately prior to the consummation of the Issuer's initial public offering, all shares of Series D Preferred Stock will be converted into shares of Common Stock of the Issuer.

(8) As of the date hereof, CI II and CIQP II own 129,547 shares and 605,117 shares, respectively, of Series D Preferred Stock.

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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