

MINDBODY, Inc.  
Form 4  
October 04, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Levine Jeremy S.

(Last) (First) (Middle)

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

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MINDBODY, Inc. [MB]

3. Date of Earliest Transaction (Month/Day/Year)  
09/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Class A Common Stock	09/30/2016		A	489 <sup>(1)</sup> A 19.66 <sub>(2)</sub>	66,084 <sup>(3)</sup>	D	

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)**



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- (6) Mr. Levine is a director of Deer VII & Co. Ltd. ("Deer VII Ltd"), the general partner of Deer VII & Co. L.P. ("Deer VII LP"), the general partner of Bessemer Venture Partners VII L.P. ("BVP VII"), Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst"), and BVP Special Opportunity Fund VII L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds"). Mr. Levine disclaims beneficial ownership of the securities held by the Funds, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities, except to the extent of his pecuniary interest, if any, in such securities by virtue of his interest in Deer VII Ltd, his interest in Deer VII LP, and his indirect limited partnership interest in the Funds.

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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