

Mittal Kunal
Form 4
March 13, 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 *
Mittal Kunal

(Last) (First) (Middle)
4051 BROAD ST, SUITE 220
(Street)

SAN LUIS OBISPO, CA 93401

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2018

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)
Chief Technology Officer

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)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	03/12/2018		S ⁽¹⁾	1,210 D \$ 40	52,494 ⁽²⁾	D	
Class A Common Stock	03/12/2018		M	3,734 A \$ 13.91	56,228 ⁽²⁾	D	
Class A Common Stock	03/12/2018		M	1,266 A \$ 16.98	57,494 ⁽²⁾	D	
Class A Common	03/12/2018		S ⁽¹⁾	5,000 D \$ 40	52,494 ⁽²⁾	D	

Stock

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 (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)	8. Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 13.91	03/12/2018		M	3,734	⁽³⁾ 03/21/2026	Class A Common Stock	3,734
Employee Stock Options (Right to Buy)	\$ 16.98	03/12/2018		M	1,266	⁽⁴⁾ 08/22/2026	Class A Common Stock	1,266

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
Mittal Kunal 4051 BROAD ST, SUITE 220 SAN LUIS OBISPO, CA 93401			Officer
			Chief Technology Officer

Signatures

/s/ Courtney Mathes,
Attorney-in-Fact

03/13/2018

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

(2) Includes 44,690 RSUs, where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.

(3) One-fourth (1/4th) of the shares subject to the option vested on March 21, 2017, and one forty-eighth (1/48th) of the total shares subject to the option vests monthly thereafter, subject to the Reporting Person continuing to be a Service Provider through each applicable vesting date.

(4) One-fourth (1/4th) of the shares subject to the option vested on August 22, 2017, and one forty-eighth (1/48th) of the total shares subject to the option vests monthly thereafter, subject to the Reporting Person continuing to be a Service Provider through each applicable vesting 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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