

MINDBODY, Inc.  
Form 4  
January 27, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
W Capital Partners III, 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)  
400 PARK AVENUE, SUITE 910  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/25/2017

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

NEW YORK, NY 10022

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Class A Common Stock            | 01/25/2017                           |  | S                              |   | 91,200  | D  | \$ 25.9306<br>(1)                                     |
|                                 |                                      |  |                                |   | 2,738,642   | I  | See Footnote (2)                                      |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: MINDBODY, Inc. - Form 4

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| W Capital Partners III, L.P.<br>400 PARK AVENUE, SUITE 910<br>NEW YORK, NY 10022 |               | X         |         |       |
| WCP GP III, L.P.<br>400 PARK AVENUE, SUITE 910<br>NEW YORK, NY 10022             |               | X         |         |       |
| WCP GP III, LLC<br>400 PARK AVENUE, SUITE 910<br>NEW YORK, NY 10022              |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| W Capital Partners III, L.P., By: WCP GP III, L.P., its sole general partner, By: WCP GP III, LLC, its sole general partner, By: /s/ David S. Wachter, Managing Member | 01/27/2017 |
| **Signature of Reporting Person  | Date       |
| WCP GP III, L.P., its sole general partner, By: WCP GP III, LLC, its sole general partner, By: /s/ David S. Wachter, Managing Member                                   | 01/27/2017 |
| **Signature of Reporting Person  | Date       |
| WCP GP III, LLC, /s/ David S. Wachter, Managing Member   | 01/27/2017 |
| **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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$25.90 - \$26.05, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) of this Form 4.

## Edgar Filing: MINDBODY, Inc. - Form 4

The shares are held directly by W Capital Partners III, L.P. ("Fund III"). The sole general partner of Fund III is WCP GP III, L.P. ("WCP (2) LP"), and the sole general partner of WCP LP is WCP GP III, LLC ("WCP LLC"). Each of WCP LP and WCP LLC disclaims Section 16 beneficial ownership of the securities held by Fund III, except to the extent of its pecuniary interest therein, if any.

### **Remarks:**

#### EXHIBIT 99.1 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.