

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2019-02-05** | Period of Report: **2019-02-01**

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REPORTING OWNER

MANSBACH MICHAEL JOSEPH

CIK: **1272466**

Type: **4** | Act: **34** | File No.: **001-37453** | Film No.: **19569469**

Mailing Address

*4051 BROAD STREET, SUITE
220*

SAN LUIS OBISPO CA 93401

ISSUER

MINDBODY, Inc.

CIK: **1458962** | IRS No.: **201898451** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **7374** Computer processing & data preparation

Mailing Address

*4051 BROAD STREET
SUITE 220*

SAN LUIS OBISPO CA 93401

Business Address

*4051 BROAD STREET
SUITE 220*

*SAN LUIS OBISPO CA 93401
877-755-4279*

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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

1. Name and Address of Reporting Person MANSBACH MICHAEL JOSEPH (Last) (First) (Middle) 4051 BROAD STREET, 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) 02/01/2019 4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) President 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person
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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	02/01/2019		<u>A</u>		41,095 ⁽¹⁾	A	\$ 0	19,085 ⁽²⁾	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

Explanation of Responses:

1. The reported securities represent an award of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. Subject to the Reporting Person's continuing to be a Service Provider (as defined in the 2015 Equity Incentive Plan) through each applicable vesting date, the RSUs subject to the award will vest as follows: one-fourth (1/4th) of the RSUs

will vest on February 20, 2020, and one-fourth (1/4th) of the RSUs will vest on each successive February 20 thereafter (or, if the 20th day of the month is not a market trading day, then the vesting date will be the first trading day following the 20th day of the month).

2. Includes 74,285 RSUs, where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.

Signatures

/s/ Brett T. White, Attorney-in-Fact

** Signature of Reporting Person

02/05/2019

Date

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

* 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).

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

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 Number.