

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2018-08-22** | Period of Report: **2018-08-20**

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REPORTING OWNER

MANSBACH MICHAEL JOSEPH

CIK: **1272466**

Type: **4** | Act: **34** | File No.: **001-37453** | Film No.: **181033270**

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			2. Issuer Name and Ticker or Trading Symbol MINDBODY, Inc. [MB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ☒ Officer (give title below) _____ Other (specify below) President	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/20/2018			
4051 BROAD STREET, SUITE 220						
(Street)			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	
SAN LUIS OBISPO, CA 93401						
(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	08/20/2018		F ⁽¹⁾		3,918 ⁽²⁾	D	\$34.8	81,695 ⁽³⁾	D	
Class A Common Stock	08/21/2018		S ⁽⁴⁾		3,705	D	\$35.25 ⁽⁵⁾	77,990 ⁽³⁾	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. Shares withheld by the Issuer to satisfy the Issuer's tax withholding obligation in connection with the Reporting Person's vesting of restricted stock units ("RSUs").

2. The number of shares withheld by the Issuer in connection with the vesting of RSUs was based on the closing price of the Issuer's Class A Common Stock on the vest date, pursuant to the terms of the 2015 Equity Incentive Plan.
3. 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.
4. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.50, inclusive. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

Signatures

/s/ Kimberly G. Lytikainen, Attorney-in-Fact

** Signature of Reporting Person

08/22/2018

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.