

MINDBODY, Inc.
Form 4/A
January 19, 2016

FORM 4

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

OMB APPROVAL

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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 *
Murphy Robert John

(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)
01/05/2016

4. If Amendment, Date Original Filed (Month/Day/Year)
01/07/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating 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)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	01/05/2016		C ⁽¹⁾		12,600	A	\$ 0	12,600 ⁽²⁾	D	
Class A Common Stock	01/05/2016		C ⁽¹⁾		2,400	A	\$ 0	2,400 ⁽²⁾	I ⁽³⁾	See Footnote (3)
Class A Common Stock	01/06/2016		C ⁽¹⁾		16,400	A	\$ 0	16,400 ⁽⁴⁾	D	
Class A Common	01/06/2016		C ⁽¹⁾		3,200	A	\$ 0	3,200 ⁽⁴⁾	I ⁽³⁾	See Footnote

Stock

(3)

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 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. P... Der... Sec... (Ins...)	
						Date Exercisable	Expiration Date			
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Class B Common Stock	(5)	01/05/2016		C		12,600	(5)	(5)	Class A Common Stock	12,600
Class B Common Stock	(5)	01/05/2016		C		2,400	(5)	(5)	Class A Common Stock	2,400
Class B Common Stock	(5)	01/06/2016		C		16,400	(5)	(5)	Class A Common Stock	16,400
Class B Common Stock	(5)	01/06/2016		C		3,200	(5)	(5)	Class A Common Stock	3,200
Class B Common Stock	(5)						(5)	(5)	Class A Common Stock	13,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Robert John 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401	X		Chief Operating Officer	

Signatures

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

01/19/2016

__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) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of Reporting Person.
Due to a broker's administrative error, a sale on January 5, 2016 was mistakenly reported when in fact such sale did not occur. This
- (2) amended report retracts that reported sale. The number of Class A Common Stock shares reported in Column 5 of Table I is the number owned by the Reporting Person as of January 5, 2016.
- (3) The shares are held of record by the Robert John Murphy Family Trust, for which the Reporting Person's spouse serves as trustee.
Due to a broker's administrative error, a sale on January 6, 2016 was mistakenly reported when in fact such sale did not occur. This
- (4) amended report retracts that reported sale. The number of Class A Common Stock shares reported in Column 5 of Table I is the number owned by the Reporting Person as of January 6, 2016.
- (5) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
- (6) The shares are held of record by the Reporting Person's spouse.

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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