

MINDBODY, Inc.  
Form 4  
February 03, 2016

**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 \*  
**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)  
**02/01/2016**  
  
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 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 Indirect Beneficial Ownership (Instr. 4) |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |                  |
| Class A Common Stock            | 02/01/2016                           |  | C <sup>(1)</sup>               | 5,600 A   | \$ 0  | 5,600  | I   | See footnote (2) |
| Class A Common Stock            | 02/01/2016                           |  | S <sup>(3)</sup>               | 5,600 D   | \$ 11.2582  | 0  | I   | See footnote (2) |

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

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SEC 1474 (9-02)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Class B Common Stock (convertible into Class A Common Stock) | (5)  | 02/01/2016                           |  | C                              | 5,600   | (5) (5)  | Class A Common Stock 5,600                                    |
| Class B Common Stock (convertible into Class A Common Stock) | (5)  |                                      |  |                                |   | (5) (5)  | Class A Common Stock 1,008,774                                |
| Class B Common Stock (convertible into Class A 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<br>4051 BROAD STREET<br>SUITE 220<br>SAN LUIS OBISPO, CA 93401 | X             |           | Chief Operating Officer |       |

## Signatures

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

02/02/2016

\_\_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.
- (2) The shares are held of record by the Robert John Murphy Family Trust, for which the Reporting Person's spouse serves as trustee.
- (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.01 to \$11.71, 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.

- (4) 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.
- (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. 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.