

Wills Bradford Lee  
Form 4  
November 30, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wills Bradford Lee

(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)

11/28/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Strategy Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Class A<br>Common<br>Stock            | 11/28/2017                              |                                                             | C <sup>(1)</sup>                     | 49,000 A                                                                | \$ 0 72,388 <sup>(2)</sup>                                                                                         | D                                                                       |                                                                   |
| Class A<br>Common<br>Stock            | 11/28/2017                              |                                                             | S                                    | 49,000 D                                                                | \$ 33,767 23,388 <sup>(2)</sup><br><sup>(3)</sup>                                                                  | D                                                                       |                                                                   |
| Class A<br>Common<br>Stock            | 11/28/2017                              |                                                             | C <sup>(1)</sup>                     | 1,000 A                                                                 | \$ 0 24,388 <sup>(2)</sup>                                                                                         | D                                                                       |                                                                   |
| Class A<br>Common                     | 11/28/2017                              |                                                             | S                                    | 1,000 D                                                                 | \$ 23,388 <sup>(2)</sup><br>35.015                                                                                 | D                                                                       |                                                                   |

Stock

(4)

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                            |                                  |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|----------------------------|----------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title                      | Amount<br>or<br>Number of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 9.936                                                           | 11/28/2017                              |                                                             | M                                    |                                                                                                        | 8,072                                                          |     | <u>(5)</u>                                                     | 05/14/2024         | Class B<br>Common<br>Stock | 8,072                            |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 10.616                                                          | 11/28/2017                              |                                                             | M                                    |                                                                                                        | 8,672                                                          |     | <u>(6)</u>                                                     | 09/20/2024         | Class B<br>Common<br>Stock | 8,672                            |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 14.476                                                          | 11/28/2017                              |                                                             | M                                    |                                                                                                        | 17,187                                                         |     | <u>(7)</u>                                                     | 02/05/2025         | Class B<br>Common<br>Stock | 17,187                           |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 14.496                                                          | 11/28/2017                              |                                                             | M                                    |                                                                                                        | 16,069                                                         |     | <u>(8)</u>                                                     | 05/22/2025         | Class B<br>Common<br>Stock | 16,069                           |
| Class B<br>Common<br>Stock                          | <u>(9)</u>                                                         | 11/28/2017                              |                                                             | M                                    |                                                                                                        | 50,000                                                         |     | <u>(9)</u>                                                     | <u>(9)</u>         | Class A<br>Common<br>Stock | 50,000                           |
| Class B<br>Common<br>Stock                          | <u>(9)</u>                                                         | 11/28/2017                              |                                                             | C                                    |                                                                                                        | 50,000                                                         |     | <u>(9)</u>                                                     | <u>(9)</u>         | Class A<br>Common<br>Stock | 50,000                           |

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |                        |       |
|-----------------------------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                                   | Director      | 10% Owner | Officer                | Other |
| Wills Bradford Lee<br>4051 BROAD STREET<br>SUITE 220<br>SAN LUIS OBISPO, CA 93401 |               |           | Chief Strategy Officer |       |

## Signatures

/s/ Kimberly G.  
Lytikainen

11/30/2017

\_\_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) 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) Includes 21,704 restricted stock units ("RSUs"), where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from  
(3) \$33.375 to \$34.25, 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.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.80  
(4) to \$35.15, 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.
- (5) 1/48 of the shares subject to the option vested on 6/14/2014, and 1/48 of the shares vest monthly thereafter.
- (6) 1/48 of the shares subject to the option vested on 9/7/2014, and 1/48 of the shares vest monthly thereafter.
- (7) 1/48 of the shares subject to the option vested on 3/5/2015, and 1/48 of the shares vest monthly thereafter.
- (8) 1/48 of the shares subject to the option vested on 6/22/2015, and 1/48 of the shares vest monthly thereafter.
- (9) 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.

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.