SMITH GRAHAM
Form 4
February 20, 2019

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH GRAHAM

(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)
02/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	02/15/2019		D		34,596 (1) (2)	D	$ 36.5 (3)	0	D	

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

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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 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
Employee Stock Option (Right to Buy)	$ 14.476	02/15/2019		D			70,000	(4)	02/05/2025	Class B Common Stock (5)	70,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH GRAHAM 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401	X			

Signatures

/s/ Brett T. White, Attorney-in-Fact	02/20/2019
**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) Includes 4,609 unvested restricted stock units ("RSUs").

(2) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement") dated December 23, 2018, by and among MINDBODY, Inc., a Delaware corporation (the "Issuer"), Torreys Parent, LLC ("Parent"), and Torreys Merger Sub, Inc., a wholly owned subsidiary of Parent ("Merger Sub"), on February 15, 2019, Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer continuing as the surviving corporation and a wholly owned subsidiary of Parent. At the effective time of the Merger (the "Effective Time"), pursuant to the terms of the Issuer's 2015 Equity Incentive Plan, each of the unvested RSUs accelerated with respect to vesting, and pursuant to the terms of the Merger Agreement, was cancelled and replaced with the right to receive $36.50 in cash, without interest, subject to any required withholding of taxes.

(3) In connection with the Merger, these shares were cancelled and converted into the right to receive $36.50 in cash, without interest, per share, subject to the terms and conditions of the Merger Agreement.

(4) 1/4 of the shares subject to the option vested on January 19, 2016, and 1/48 of the shares vest monthly thereafter.

(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)

At the Effective Time, each of these vested options was cancelled and automatically converted into the right to receive a cash payment equal to the product of (i) the aggregate number of shares subject to such option, multiplied by (ii) $36.50 less the applicable per share exercise price under such option, subject to any applicable withholding taxes.

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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