

WHITE BRETT T
Form 4
February 20, 2019

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 *
WHITE BRETT T

(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)

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

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	02/15/2019		D		163,813 (1) (2)	D	(2) (3) 0

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)

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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)	\$ 7.708	02/15/2019		D		39,467		<u>(4)</u>	06/27/2023	Class B Common Stock <u>(5)</u>	39,467
Employee Stock Option (Right to Buy)	\$ 11.52	02/15/2019		D		25,000		<u>(4)</u>	02/06/2024	Class B Common Stock <u>(5)</u>	25,000
Employee Stock Option (Right to Buy)	\$ 14.476	02/15/2019		D		8,470		<u>(4)</u>	02/05/2025	Class B Common Stock <u>(5)</u>	8,470
Employee Stock Option (Right to Buy)	\$ 14.476	02/15/2019		D		29,030		<u>(4)</u>	02/05/2025	Class B Common Stock <u>(5)</u>	29,030
Employee Stock Option (Right to Buy)	\$ 14.496	02/15/2019		D		57,500		<u>(7)</u>	05/22/2025	Class B Common Stock <u>(5)</u>	57,500
Employee Stock Option (Right to Buy)	\$ 13.91	02/15/2019		D		68,165		<u>(10)</u>	03/21/2026	Class A Common Stock	68,165
Employee Stock Option (Right to Buy)	\$ 25.15	02/15/2019		D		80,374		<u>(12)</u>	02/21/2027	Class A Common Stock	80,374
	\$ 33.45	02/15/2019		D		20,826		<u>(14)</u>	02/20/2028		20,826

Employee
Stock
Option
(Right to
Buy)

Class A
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE BRETT T 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401			CFO & COO	

Signatures

/s/ Brett T.
White

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 144,739 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. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each of the unvested RSUs was cancelled and replaced with the right to receive \$36.50 in cash, without interest, subject to the Reporting Person's continued service with Parent and its affiliates (including the Issuer and its subsidiaries) through the applicable vesting dates, which payment shall be made on the same vesting schedule and subject to the same terms and conditions as the unvested RSUs would have been.
- (3) In connection with the Merger, each share of Class A Common Stock was 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) The shares subject to the option are fully vested and exercisable.
- (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.
- (7) 1/48 of the shares subject to the option vested on June 22, 2018, and 1/48 of the shares vest monthly thereafter.
- (8) Includes 52,707 vested options and 4,793 unvested options.
- (9) At the Effective Time, each of the unvested options was cancelled and replaced with 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, which cash payment will, subject to the Reporting Person's continued service with Parent and its affiliates (including the Issuer and its subsidiaries) through the applicable vesting dates, vest and be payable at the same time as the unvested option would have vested.

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(10) 1/4 of the shares subject to the option vested on March 21, 2017 and 1/48 of the shares vest monthly thereafter.

(11) Includes 48,283 vested options and 19,882 unvested options.

(12) 1/4 of the shares subject to the option vested on February 21, 2018, and 1/48 of the shares vest monthly thereafter.

(13) Includes 38,512 vested options and 41,862 unvested options.

(14) 1/4 of the shares subject to the option vest on February 20, 2019, and 1/48 of the shares will vest monthly thereafter.

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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