

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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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

2. Issuer Name and Ticker or Trading Symbol
MINDBODY, Inc. [MB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4051 BROAD STREET, SUITE 220

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

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

SAN LUIS OBISPO, CA 93401

(City) (State) (Zip)

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

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

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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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