

Lytikainen Kimberly Gail
 Form 4
 December 11, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Lytikainen Kimberly Gail

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)
 12/07/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Legal Officer & Secretary

SAN LUIS OBISPO, CA 93401

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

(City) (State) (Zip)

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 | (D) | Price |
| Class A Common Stock | 12/07/2017 | | C ⁽¹⁾ | | 25,000 | A | \$ 0 |
| | | | | | | | 55,894 ⁽²⁾ |
| Class A Common Stock | 12/07/2017 | | S ⁽³⁾ | | 25,000 | D | \$ 30.1146 |
| | | | | | | | 30,894 ⁽²⁾ |
| Class A Common Stock | 12/07/2017 | | M | | 11,868 | A | \$ 13.91 |
| | | | | | | | 42,762 ⁽²⁾ |
| Class A Common | 12/07/2017 | | S ⁽³⁾ | | 11,868 | D | \$ 30,894 ⁽²⁾ |
| | | | | | | | 30.1146 |

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| | | | | |
|----------------------------|------------|------------------|---|--------------|
| Stock | <u>(5)</u> | | | |
| Class A Common Stock | | 6,300 <u>(6)</u> | I | By spouse |

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 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-----------------|----------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 10.616 | 12/07/2017 | | M | | | 25,000 | <u>(7)</u> | 09/20/2024 | Class B Common Stock | 25,000 |
| Class B Common Stock | <u>(8)</u> | 12/07/2017 | | M | | 25,000 | | <u>(8)</u> | <u>(8)</u> | Class A Common Stock | 25,000 |
| Class B Common Stock | <u>(8)</u> | 12/07/2017 | | C | | 25,000 | | <u>(8)</u> | <u>(8)</u> | Class A Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 13.91 | 12/07/2017 | | M | | | 11,868 | <u>(9)</u> | 03/21/2026 | Class A Common Stock | 11,868 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lytikainen Kimberly Gail 4051 BROAD STREET | | | Chief Legal Officer & Secretary | |

SUITE 220
SAN LUIS OBISPO, CA 93401

Signatures

/s/ Kimberly G.
Lytikainen

12/11/2017

__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 30,894 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.
- (3) The sales reported on the 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
- (4) \$29.875 to \$30.675, 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 the Form 4.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.90
- (5) to \$30.55, 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 the Form 4.
- (6) Includes 6,300 RSUs, where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
- (7) 25% of the shares subject to the option vested on July 7, 2015, and 2.0833% of the shares vest monthly thereafter.
- (8) 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.
One-fourth (1/4th) of the shares subject to the option vested on March 21, 2017, and one forty-eighth (1/48th) of the total shares subject to
- (9) the option vest monthly thereafter, subject to the Reporting Person continuing to be a Service Provider through each applicable vesting 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.