

MINDBODY, Inc.
Form 3
June 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Murphy Robert John		(Month/Day/Year)	MINDBODY, Inc. [MB]	
(Last)	(First)	(Middle)	06/18/2015	
4051 BROAD STREET, Â SUITE 220			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SAN LUIS OBISPO, Â CA Â 93401			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Operating Officer	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	994,937	D	Â
Common Stock ⁽¹⁾	13,750	I	See footnote ⁽²⁾
Common Stock ⁽¹⁾	187,500	I	See footnote ⁽³⁾

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (right to buy)	Â (4)	11/15/2021	Common Stock (1)	196,727	\$ 1.392	D	Â
Employee Stock Option (right to buy)	Â (5)	06/23/2023	Common Stock (1)	25,000	\$ 7.708	D	Â
Employee Stock Option (right to buy)	Â (6)	02/06/2024	Common Stock (1)	125,000	\$ 11.52	D	Â
Employee Stock Option (right to buy)	Â (7)	02/05/2025	Common Stock (1)	81,250	\$ 14.476	D	Â
Employee Stock Option (right to buy)	Â (8)	05/22/2025	Common Stock (1)	25,000	\$ 14.496	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Robert John 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401	Â X	Â X	Â Chief Operating Officer	Â

Signatures

/s/ Kimberly G. Lytikainen,
Attorney-in-Fact

06/18/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 Common Stock shall be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- (2) The shares are held of record by the Reporting Person's spouse.
- (3) The shares are held of record by the Robert John Murphy Family Trust, for which the Reporting Person's spouse serves as trustee.
- (4) The shares subject to the option are fully vested and exercisable.
- (5) 25% of the shares subject to the option vested on June 27, 2014, and 2.0833% of the shares vest monthly thereafter.
- (6) 10% of the shares subject to the option vested on January 1, 2015, 20% of the shares vest on January 1, 2016, 30% of the shares vest on January 1, 2017, and 40% of the shares vest on January 1, 2018.
- (7) 1/48 of the shares subject to the option vested on March 5, 2015, and 1/48 of the shares vest monthly thereafter.
- (8) 1/48 of the shares subject to the option vest on June 22, 2015, and 1/48 of the shares vest monthly thereafter.

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Remarks:

Exhibit 24 - Power of Attorney

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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