

MINDBODY, Inc.  
Form SC 13G/A  
February 09, 2018

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**MINDBODY, Inc.**  
**(Name of Issuer)**

**Class A Common Stock, \$0.000004 par value per share**

**(Title of Class of Securities)**

**60255W105**

**(CUSIP Number)**

**December 31, 2017**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 60255W105

1. Names of Reporting Persons.

Richard Lee Stollmeyer

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization United States

5. Sole Voting Power 2,038,460(1)(2)

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

6. Shared Voting Power 287,232(2)(3)

7. Sole Dispositive Power 1,735,860(2)(4)

8. Shared Dispositive Power 26,250(2)(5)

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,325,692(2)(6)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 5.2% (2)(7)

12. Type of Reporting Person (See Instructions)

IN

- (1) Consists of (i) 735,407 shares of Class B Common Stock held of record by Mr. Stollmeyer; (ii) 6,737 shares of Class A Common Stock held of record by Mr. Stollmeyer; (iii) 302,600 shares of Class B Common Stock held of record by Lori Stollmeyer Ryan; (iv) options to purchase 895,894 shares of Class B Common Stock which are exercisable within 60 days of December 31, 2017; (v) options to purchase 82,108 shares of Class A Common Stock which are exercisable within 60 days of December 31, 2017; and (vi) 15,714 restricted stock units that vest and settle into shares of Class A Common Stock within 60 days of December 31, 2017. Lori Stollmeyer Ryan has granted Mr. Stollmeyer a proxy to vote shares held of record by her pursuant to a voting agreement, which will terminate upon the earlier of (i) the ten year anniversary of the completion of the Issuer's initial public offering, (ii) a change of control of the Issuer, and (iii) the agreement of the parties.
- (2) Each share of Class B Common Stock is convertible at any time into one share of Class A Common Stock at the option of the holder and has no expiration date. Each share of Class B Common Stock is entitled to ten votes per share, whereas each share of Class A Common Stock is entitled to one vote per share. The rights of the holders of Class A Common Stock and Class B Common Stock are identical, except with respect to the aforementioned conversion rights and voting rights.
- (3) Consists of (i) 23,750 shares of Class B Common Stock held of record by Mr. Stollmeyer's spouse; (ii) 1,250 shares of Class B Common Stock held of record by Mr. Stollmeyer's spouse as custodian for the benefit of her minor child; (iii) 1,250 shares of Class B Common Stock held of record by Mr. Stollmeyer's child; (iv) 80,043 shares of Class A Common Stock held pursuant to the Stockholder Proxy (defined below); and (v) 180,939 shares of Class B Common Stock held pursuant to the Stockholder Proxy. Mr. Stollmeyer holds an irrevocable proxy (the Stockholder Proxy) to vote an aggregate of 80,043 shares of Class A Common Stock and 180,939 shares of Class B Common Stock held of record by certain of the Issuer's stockholders.
- (4) Consists of (i) 735,407 shares of Class B Common Stock held of record by Mr. Stollmeyer; (ii) 6,737 shares of Class A Common Stock held of record by Mr. Stollmeyer; (iii) options to purchase 895,894 shares of

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Class B Common Stock which are exercisable within 60 days of December 31, 2017; (iv) options to purchase 82,108 shares of Class A Common Stock which are exercisable within 60 days of December 31, 2017; and (v) 15,714 restricted stock units that vest and settle into shares of Class A Common Stock within 60 days of December 31, 2017.

- (5) Consists of (i) 23,750 shares of Class B Common Stock held of record by Mr. Stollmeyer's spouse; (ii) 1,250 shares of Class B Common Stock held of record by Mr. Stollmeyer's spouse as custodian for the benefit of her minor child; and (iii) 1,250 shares of Class B Common Stock held of record by Mr. Stollmeyer's child.

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- (6) Consists of (i) 735,407 shares of Class B Common Stock held of record by Mr. Stollmeyer; (ii) 6,737 shares of Class A Common Stock held of record by Mr. Stollmeyer; (iii) 23,750 shares of Class B Common Stock held of record by Mr. Stollmeyer's spouse; (iv) 1,250 shares of Class B Common Stock held of record by Mr. Stollmeyer's spouse as custodian for the benefit of her minor child; (v) 1,250 shares of Class B Common Stock held of record by Mr. Stollmeyer's child; (vi) 302,600 shares of Class B Common Stock held of record by Lori Stollmeyer Ryan; (vii) options to purchase 895,894 shares of Class B Common Stock which are exercisable within 60 days of December 31, 2017; (viii) options to purchase 82,108 shares of Class A Common Stock which are exercisable within 60 days of December 31, 2017; (ix) 15,714 restricted stock units that vest and settle into shares of Class A Common Stock within 60 days of December 31, 2017; (x) 80,043 shares of Class A Common Stock held pursuant to the Stockholder Proxy; and (xi) 180,939 shares of Class B Common Stock held pursuant to the Stockholder Proxy.
- (7) Assumes conversion of all of the Reporting Person's Class B Common Stock into Class A Common Stock. Based on 43,041,405 shares of Class A Common Stock outstanding as of December 31, 2017, as reported by the Issuer to the Reporting Person.

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CUSIP No. 60255W105

**Item 1.**

- (a) Name of Issuer: MINDBODY, Inc.
- (b) Address of Issuer's Principal Executive Offices: 4051 Broad Street, Suite 220, San Luis Obispo, California 93401

**Item 2.**

- (a) Name of Person Filing: Richard Lee Stollmeyer
- (b) Address of Principal Business Office or, if none, Residence: The address for the principal business office of Richard Lee Stollmeyer is: 4051 Broad Street, Suite 220, San Luis Obispo, California 93401.
- (c) Citizenship: United States
- (d) Title of Class of Securities: Class A Common Stock, \$0.000004 par value per share
- (e) CUSIP Number: 60255W105

**Item 3. If this statement is filed pursuant to SS.240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

This statement is not filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c).

**Item 4. Ownership.**

- (a) Amount beneficially owned: 2,325,692 (2)(6)
- (b) Percent of class: 5.2%(2)(7)
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote 2,038,460(1)(2)
  - (ii) Shared power to vote or to direct the vote 287,232(2)(3)
  - (iii) Sole power to dispose or to direct the disposition of 1,735,860(2)(4)

(iv) Shared power to dispose or to direct the disposition of 26,250(2)(5)

- (1) Consists of (i) 735,407 shares of Class B Common Stock held of record by Mr. Stollmeyer; (ii) 6,737 shares of Class A Common Stock held of record by Mr. Stollmeyer; (iii) 302,600 shares of Class B Common Stock held of record by Lori Stollmeyer Ryan; (iv) options to purchase 895,894 shares of Class B Common Stock which are exercisable within 60 days of December 31, 2017; (v) options to purchase 82,108 shares of Class A Common Stock which are exercisable within 60 days of December 31, 2017; and (vi) 15,714 restricted stock units that vest and settle into shares of Class A Common Stock within 60 days of December 31, 2017. Lori Stollmeyer Ryan has granted Mr. Stollmeyer a proxy to vote shares held of record by her pursuant to a voting agreement, which will terminate upon the earlier of (i) the ten year anniversary of the completion of the Issuer's initial public offering, (ii) a change of control of the Issuer, and (iii) the agreement of the parties.
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**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 9, 2018

By: /s/ Richard Lee Stollmeyer

Print Name: Richard Lee Stollmeyer

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