

Stollmeyer Richard Lee
 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 *
 Stollmeyer Richard Lee

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)
 CEO

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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Class A Common Stock	02/15/2019		D		265,880 (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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 0.544	02/15/2019		D		358,252	<u>(4)</u>	11/19/2020	Class B Common Stock <u>(5)</u>	358,252
Employee Stock Option (Right to Buy)	\$ 1.392	02/15/2019		D		197,017	<u>(4)</u>	11/15/2021	Class B Common Stock <u>(5)</u>	197,017
Employee Stock Option (Right to Buy)	\$ 7.708	02/15/2019		D		25,000	<u>(4)</u>	06/27/2023	Class B Common Stock <u>(5)</u>	25,000
Employee Stock Option (Right to Buy)	\$ 11.52	02/15/2019		D		125,000	<u>(4)</u>	02/06/2024	Class B Common Stock <u>(5)</u>	125,000
Employee Stock Option (Right to Buy)	\$ 14.476	02/15/2019		D		162,500	<u>(4)</u>	02/05/2025	Class B Common Stock <u>(5)</u>	162,500
Employee Stock Option (Right to Buy)	\$ 14.496	02/15/2019		D		100,000	<u>(7)</u>	05/22/2025	Class B Common Stock <u>(5)</u>	100,000
Employee Stock Option (Right to Buy)	\$ 13.91	02/15/2019		D		97,379	<u>(10)</u>	03/21/2026	Class A Common Stock	97,379
Employee Stock Option	\$ 25.15	02/15/2019		D		141,795	<u>(12)</u>	02/21/2027	Class A Common Stock	141,795

(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 33.45	02/15/2019	D	60,397	(14)	02/20/2028	Class A Common Stock	60,397	
Class B Common Stock	(5)	02/15/2019	D	505,905	(5)	(5)	Class A Common Stock	505,905	
Class B Common Stock	(5)	02/15/2019	D	10,150	(5)	(5)	Class A Common Stock	10,150	
Class B Common Stock	(5)	02/15/2019	D	1,250	(5)	(5)	Class A Common Stock	1,250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stollmeyer Richard Lee 4051 BROAD STREET SUITE 220 SAN LUIS OBISPO, CA 93401	X		CEO	

Signatures

/s/ Brett T. White, Attorney-in-Fact 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 242,534 unvested restricted stock units ("RSUs").
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.
 - (2) 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.
 - (3) The shares subject to the option are fully vested and exercisable.

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- (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.
- At the Effective Time, each of these vested options was cancelled and automatically converted into the right to receive a cash payment
- (6) 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, 2015, and 1/48 of the shares vest monthly thereafter.
- (8) Includes 91,667 vested options and 8,333 unvested options.
- At the Effective Time, each of the unvested options was cancelled and 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
- (9) 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.
- (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 68,976 vested options and 28,403 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 67,943 vested options and 73,852 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.
- (15) In connection with the Merger, these shares were 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.
- (16) The shares are held of record by the Reporting Person's spouse.
- (17) The shares are held of record by the Reporting Person's spouse as custodian for the benefit of her minor child.

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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