

MINDBODY, Inc.
Form 5
February 09, 2016

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
W Capital Partners III, L.P.

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

400 PARK AVENUE, SUITE 910

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

___ Form Filed by One Reporting Person
X 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/17/2015		C4 ⁽¹⁾	2,829,842 A	\$ 0 ⁽¹⁾ 2,829,842	I	See Footnote ⁽²⁾

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

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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)
Class B Common Stock	\$ 0 ⁽¹⁾	12/17/2015	Â	C4	Â 2,829,842	Â ⁽¹⁾ Â ⁽¹⁾	Class A Common Stock 2,829,842

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
W Capital Partners III, L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022	Â	Â X	Â	Â
WCP GP III, L.P. 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022	Â	Â X	Â	Â
WCP GP III, LLC 400 PARK AVENUE, SUITE 910 NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

W Capital Partners III, L.P., By: WCP GP III, L.P., its sole general partner, By: WCP GP III, LLC, its sole general partner, By: /s/ David Wachter, Managing Member	02/09/2016
__Signature of Reporting Person	Date
WCP GP III, L.P., By: WCP GP III, LLC, its sole general partner, By: /s/ David Wachter, Managing Member	02/09/2016
__Signature of Reporting Person	Date
WCP GP III, LLC, By: /s/ David Wachter, Managing Member	02/09/2016
__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).
- Each share of Class B Common Stock was convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock.
- (1) Stock. On December 17, 2015, W Capital Partners III, L.P. ("Fund III") elected to convert each share of Class B Common Stock into one (1) share of Class A Common Stock in an exempt transaction pursuant to Rule 16b-6(b).
 - (2) The Shares are held directly by Fund III. The sole general partner of Fund III is WCP GP III, L.P. ("WCP LP"), and the sole general partner of WCP LP is WCP GP III, LLC ("WCP LLC"). Each of WCP LP and WCP LLC disclaims Section 16 beneficial ownership of the securities held by Fund III, except to the extent of its pecuniary interest therein, if any.

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Remarks:

ExhibitÂ 99.1Â JointÂ FilerÂ Information

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.