

MINDBODY, Inc.
Form SC 13D/A
July 28, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)

MINDBODY, Inc.

(Name of Issuer)

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

(Title of Class of Securities)

60255W105

(CUSIP Number)

with a copy to:

Abdiel Capital

410 Park Avenue, Suite 930

New York, NY 10022

Attn: Colin T. Moran

Ropes & Gray LLP

1211 Avenue of the Americas

New York, NY 10036

Attn: Sarah Davidoff, Esq.

Tel: (646) 496-9202

Tel: (212) 596-9000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 27, 2016

Date of Event Which Requires Filing of This Statement

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

The information required on 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. NAME OF REPORTING PERSONS

Abdiel Qualified Master Fund, LP

2. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) (VOLUNTARY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. **WC**
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e) "

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY **0**
8. SHARED VOTING POWER

OWNED BY

EACH

2,676,947
REPORTING 9. SOLE DISPOSITIVE POWER

PERSON

WITH **0**

10. SHARED DISPOSITIVE POWER

2,676,947

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,676,947

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.6%*

14. TYPE OF REPORTING PERSON

PN

* Based on 19,644,157 shares of the Issuer's Class A common stock, par value \$0.000004 per share (the Common Stock), outstanding as of June 30, 2016, as reported in Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 27, 2016.

CUSIP No. 60255W105

1. NAME OF REPORTING PERSONS

Abdiel Capital, LP

2. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) (VOLUNTARY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. **WC**
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e) "

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | |
|--------------|---------------------------|
| NUMBER OF | 7. SOLE VOTING POWER |
| SHARES | |
| BENEFICIALLY | 0 |
| OWNED BY | 8. SHARED VOTING POWER |
| EACH | |
| REPORTING | 137,313 |
| PERSON | 9. SOLE DISPOSITIVE POWER |

WITH **0**

10. SHARED DISPOSITIVE POWER

137,313

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

137,313

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.7%*

14. TYPE OF REPORTING PERSON

PN

* Based on 19,644,157 shares of Common Stock outstanding as of June 30, 2016, as reported in Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 27, 2016.

CUSIP No. 60255W105

1. NAME OF REPORTING PERSONS

Abdiel Capital Management, LLC

2. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) (VOLUNTARY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. **AF**
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--------------|--------------------|---------------------------|
| NUMBER OF | 7. | SOLE VOTING POWER |
| SHARES | | |
| BENEFICIALLY | 0 | 8. SHARED VOTING POWER |
| OWNED BY | | |
| EACH | | |
| REPORTING | 2,814,260** | 9. SOLE DISPOSITIVE POWER |
| PERSON | | |

WITH **0**

10. SHARED DISPOSITIVE POWER

2,814,260**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,814,260**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.3%*

14. TYPE OF REPORTING PERSON

OO

* Based on 19,644,157 shares of Common Stock outstanding as of June 30, 2016, as reported in Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 27, 2016.

** Consists of 2,676,947 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 137,313 shares of Common Stock held by Abdiel Capital, LP.

CUSIP No. 60255W105

1. NAME OF REPORTING PERSONS

Abdiel Capital Advisors, LP

2. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) (VOLUNTARY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. **AF**
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e) "

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | |
|--------------|---------------------------|
| NUMBER OF | 7. SOLE VOTING POWER |
| SHARES | |
| BENEFICIALLY | 0 |
| OWNED BY | 8. SHARED VOTING POWER |
| EACH | |
| REPORTING | 2,814,260** |
| PERSON | 9. SOLE DISPOSITIVE POWER |

WITH **0**

10. SHARED DISPOSITIVE POWER

2,814,260**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,814,260**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.3%*

14. TYPE OF REPORTING PERSON

PN, IA

* Based on 19,644,157 shares of Common Stock outstanding as of June 30, 2016, as reported in Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 27, 2016.

** Consists of 2,676,947 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 137,313 shares of Common Stock held by Abdiel Capital, LP.

CUSIP No. 60255W105

1. NAME OF REPORTING PERSONS

Colin T. Moran

2. I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) (VOLUNTARY)
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. **AF**
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY **0**
8. SHARED VOTING POWER

OWNED BY

EACH

2,814,260**
9. SOLE DISPOSITIVE POWER

PERSON

WITH **0**

10. SHARED DISPOSITIVE POWER

2,814,260**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,814,260**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.3%*

14. TYPE OF REPORTING PERSON

IN

* Based on 19,644,157 shares of Common Stock outstanding as of June 30, 2016, as reported in Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 27, 2016.

** Consists of 2,676,947 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 137,313 shares of Common Stock held by Abdiel Capital, LP.

CUSIP No. 60255W105

SCHEDULE 13D

This Amendment No. 5 (Amendment No. 5) amends and supplements the Schedule 13D filed on December 4, 2015 (the Original Schedule 13D) as amended by Amendment No. 1 thereto on February 10, 2016 (Amendment No. 1), Amendment No. 2 thereto on February 12, 2016 (Amendment No. 2), Amendment No. 3 thereto on February 17, 2016 (Amendment No. 3) and Amendment No. 4 thereto on March 7, 2016 (Amendment No. 4 and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2 and Amendment No. 3, the Schedule 13D), relating to the shares of Class A common stock, par value \$0.000004 per share (the Common Stock), of MINDBODY, Inc. (the Issuer). This Amendment No. 5 is being filed to reflect a change in the Reporting Persons' beneficial ownership percentages, resulting from an increase in the number of shares of Common Stock outstanding as reported in Exhibit 99.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 27, 2016. Each Item below amends and supplements the information disclosed under the corresponding Item of the Schedule 13D. Except as specifically provided herein, this Amendment No. 5 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined in this Amendment No. 5 shall have the same meanings herein as are ascribed to such terms in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby supplemented by adding the following:

In a series of transactions completed through May 10, 2016, the Reporting Persons acquired 299,160 shares of Common Stock for the accounts of Abdiel Qualified Master Fund, LP and Abdiel Capital, LP for aggregate consideration of approximately \$4.5 million (including commissions). The source of funds used to acquire the 299,160 shares of Common Stock was the working capital of Abdiel Qualified Master Fund, LP and Abdiel Capital, LP.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended by amending and restating paragraphs (a) and (b) thereof as follows:

(a) The information requested by this paragraph is incorporated herein by reference to the information provided on the cover pages to this Amendment No. 5.

(b) The information requested by this paragraph is incorporated herein by reference to the information provided on the cover pages to this Amendment No. 5 and Item 2(c) of the Schedule 13D.

Item 5(c) of the Schedule 13D is hereby supplemented by adding the following:

(c) There have been no transactions in the Common Stock which were effected by any of the Reporting Persons during the past sixty days.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended by amending and restating it as follows:

Exhibit A - Joint Filing Agreement (filed as Exhibit A to the Schedule 13D on December 4, 2015)

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Exhibit B - Information with respect to Transactions Effected During the Past Sixty Days or Since the Most Recent Filing on Schedule 13D (filed as Exhibit B to the Schedule 13D on December 4, 2015)

Exhibit C - Information with respect to Transactions Effected Since the Filing of the Schedule 13D (filed as Exhibit C to Amendment No. 1 to the Schedule 13D on February 10, 2016)

Exhibit D - Information with respect to Transactions Effected Since the Filing of Amendment No. 2 to the Schedule 13D (filed as Exhibit D to Amendment No. 3 to the Schedule 13D on February 17, 2016)

Exhibit E - Information with respect to Transactions Effected Since the Filing of Amendment No. 3 to the Schedule 13D (filed as Exhibit E to Amendment No. 4 to the Schedule 13D on March 7, 2016)

CUSIP No. 60255W105

SIGNATURES

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

Dated: July 28, 2016

ABDIEL QUALIFIED MASTER FUND, LP

By: Abdiel Capital Management, LLC,

its General Partner

By: /s/ Colin T. Moran

Colin T. Moran, Managing Member

ABDIEL CAPITAL, LP

By: Abdiel Capital Management, LLC,

its General Partner

By: /s/ Colin T. Moran

Colin T. Moran, Managing Member

ABDIEL CAPITAL MANAGEMENT, LLC

By: /s/ Colin T. Moran

Colin T. Moran, Managing Member

ABDIEL CAPITAL ADVISORS, LP

By: Abdiel Capital Partners, LLC,

its General Partner

By: /s/ Colin T. Moran

Colin T. Moran, Managing Member

COLIN T. MORAN

By: /s/ Colin T. Moran

Colin T. Moran, Individually

