

Vincent George A
Form 4
July 02, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2009
Estimated average burden hours per response... 0.5

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

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 *
Vincent George A

2. Issuer Name and Ticker or Trading Symbol
NANOPHASE TECHNOLOGIES CORPORATION [NANX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1319 MARQUETTE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2009

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

ROMEDEVILLE, IL 60446
(City) (State) (Zip)

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

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)
				(A) or (D)	Price		
				Code	V	Amount	

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

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.

SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	--	---

Edgar Filing: Vincent George A - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 4.48								11/06/2008 ⁽¹⁾	11/06/2017 ⁽¹⁾	Common Stock
Deferred Common Stock	⁽²⁾								⁽³⁾	⁽³⁾⁽⁴⁾	Common Stock
Stock Appreciation Right	\$ 1.05	07/01/2009		A					⁽⁵⁾	⁽⁵⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vincent George A 1319 MARQUETTE DRIVE ROMEDEVILLE, IL 60446	X			

Signatures

By Jess Jankowski under UPA for George A.
Vincent

07/02/2009

__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) Subject to certain restrictions, beginning on this date, options vest in three equal annual installments.
- (2) Each share of deferred common stock represents a right to receive one share of common stock.
- (3) The deferred common stock becomes payable upon the reporting person's termination of service as a director of the Company.
- (4) Pursuant to such plan, the reporting person elected to defer receipt of such shares and receive a cumulative total of 12,652 shares of deferred common stock which will all be accounted for under the Company's Non-Employee Director Deferred Compensation Plan.
- (5) The stock appreciation right becomes payable upon the reporting person's termination of service as a director of the Company. 2,250 were issued 4/8/2009 at a conversion price of \$0.90, and 2,250 were issued 7/1/2009 at a conversion price of \$1.05.

Note: File three copies of this Form, one of which must be manually signed. If space 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. COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt" BORDER="0" CELLPADDING="0" CELLSPACING="0" WIDTH="100%">*Based on 19,732,441 shares of the Issuer's Class A common stock, par value \$0.000004 per share (the Common Stock), outstanding as of July 26, 2016, as reported in the

Edgar Filing: Vincent George A - Form 4

Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 1, 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 **155,034**
PERSON 9. SOLE DISPOSITIVE POWER

Explanation of Responses:

WITH **0**

10. SHARED DISPOSITIVE POWER

155,034

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

155,034

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

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

0.8%*

14. TYPE OF REPORTING PERSON

PN

* Based on 19,732,441 shares of Common Stock outstanding as of July 26, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 1, 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

4,016,493**

REPORTING 9. SOLE DISPOSITIVE POWER

PERSON

Explanation of Responses:

WITH **0**

10. SHARED DISPOSITIVE POWER

4,016,493**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,016,493**

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

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

20.4%*

14. TYPE OF REPORTING PERSON

OO

* Based on 19,732,441 shares of Common Stock outstanding as of July 26, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 1, 2016.

** Consists of 3,861,459 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 155,034 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**

8. SHARED VOTING POWER

OWNED BY

EACH

4,016,493**

REPORTING 9. SOLE DISPOSITIVE POWER

PERSON

Explanation of Responses:

WITH **0**

10. SHARED DISPOSITIVE POWER

4,016,493**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,016,493**

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

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

20.4%*

14. TYPE OF REPORTING PERSON

PN, IA

* Based on 19,732,441 shares of Common Stock outstanding as of July 26, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 1, 2016.

** Consists of 3,861,459 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 155,034 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

4,016,493**

REPORTING 9. SOLE DISPOSITIVE POWER

PERSON

Explanation of Responses:

WITH **0**

10. SHARED DISPOSITIVE POWER

4,016,493**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,016,493**

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

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

20.4%*

14. TYPE OF REPORTING PERSON

IN

* Based on 19,732,441 shares of Common Stock outstanding as of July 26, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 1, 2016.

** Consists of 3,861,459 shares of Common Stock held by Abdiel Qualified Master Fund, LP and 155,034 shares of Common Stock held by Abdiel Capital, LP.

CUSIP No. 60255W105

SCHEDULE 13D

This Amendment No. 8 (Amendment No. 8) 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), Amendment No. 4 thereto on March 7, 2016 (Amendment No. 4), Amendment No. 5 thereto on July 28, 2016 (Amendment No. 5), Amendment No. 6 thereto on August 8, 2016 (Amendment No. 6) and Amendment No. 7 thereto on October 3, 2016 (Amendment No. 7) and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5 and Amendment No. 6, 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). 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. 8 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined in this Amendment No. 8 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:

On October 11, 2016, the Reporting Persons acquired 500,000 shares of Common Stock for the account of Abdiel Qualified Master Fund, LP for aggregate consideration of approximately \$9.1 million (including commissions). The source of funds used to acquire the 500,000 shares of Common Stock was the working capital of Abdiel Qualified Master Fund, 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. 8.

(b) The information requested by this paragraph is incorporated herein by reference to the information provided on the cover pages to this Amendment No. 8 and Item 2(c) of the Schedule 13D.

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

(c) Information with respect to all transactions in the Common Stock which were effected by each of the Reporting Persons since the filing of Amendment No. 7 is set forth on Exhibit H attached hereto and incorporated herein by reference.

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)

Explanation of Responses:

Edgar Filing: Vincent George A - Form 4

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)

Exhibit F - Information with respect to Transactions Effected Since the Filing of Amendment No. 5 to the Schedule 13D (filed as Exhibit F to Amendment No. 6 to the Schedule 13D on August 8, 2016)

Exhibit G - Information with respect to Transactions Effected Since the Filing of Amendment No. 6 to the Schedule 13D (filed as Exhibit G to Amendment No. 7 to the Schedule 13D on October 3, 2016)

Exhibit H - Information with respect to Transactions Effected Since the Filing of Amendment No. 7 to the Schedule 13D*

* Filed herewith

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: October 13, 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

