

MINDBODY, Inc.
Form SC 13G/A
February 15, 2018

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

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2
(Amendment No. 1) *

MINDBODY, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

60255W 10 5

(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 disclosures provided in a prior cover page.

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).

1 NAMES OF REPORTING PERSONS.

Institutional Venture Partners XIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,642,032 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,642,032 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,642,032 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.0% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

PN

- (1) This Schedule 13G is filed by Institutional Venture Partners XIII, L.P. (IVP XIII), Institutional Venture Management XIII, LLC (IVM XIII), Todd C. Chaffee (Chaffee), Norman A. Fogelson (Fogelson), Stephen J. Harrick (Harrick), J. Sanford Miller (Miller) and Dennis B. Phelps (Phelps together with IVP XIII, IVM XIII, Chaffee, Fogelson, Harrick and Miller, collectively, the Reporting Persons). The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
- (2) The shares are held by IVP XIII. Consists of 1,602,683 shares of Class B Common Stock and 1,039,349 shares of Class A Common Stock. The Class B Common Stock is convertible at the holder's option in the Issuer's Class A Common Stock on a 1-for-1 basis. The holders of Class B Common Stock are entitled to ten votes per share and the holders of Class A Common Stock are entitled to one vote per share. IVM XIII serves as the sole general partner of IVP XIII and has sole voting and investment control over the shares owned by IVP XIII and may be deemed to own beneficially the shares held by IVP XIII. IVM XIII owns no securities of the Issuer directly. Chaffee, Fogelson, Harrick, Miller and Phelps are Managing Directors of IVM XIII and share voting and dispositive power over the shares held by IVP XIII, and may be deemed to own beneficially the shares held by IVP XIII. The Managing Directors own no securities of the Issuer directly.
- (3) Based on 42,725,530 shares of Class A Common Stock outstanding (as of October 27, 2017), as reported by the Issuer on a Form 10-Q for the quarterly period ended September 30, 2017 filed with the SEC on November 1, 2017, plus 1,602,683 shares of Class B Common Stock held by the Reporting Persons as of December 31, 2017, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (4) The 1,602,683 shares of Class B Common Stock held by the Reporting Persons represent 40.3% of the Issuer's aggregate Class B Common Stock based on a total of 3,975,840 shares of Class B Common Stock (as of October 27, 2017), as reported by the Issuer on a Form 10-Q for the quarterly period ended September 30, 2017 filed with the SEC on November 1, 2017.
- (5) The 2,642,032 shares of Common Stock held by the Reporting Person represent 5.7% of the Issuer's outstanding Common Stock based on a total of 46,701,370 shares of Common Stock (as of October 27, 2017), as reported by the Issuer on a Form 10-Q for the quarterly period ended September 30, 2017 filed with the SEC on November 1, 2017 and represent approximately 20.7% of the combined voting power of the Issuer's Common Stock.

1 NAMES OF REPORTING PERSONS

Institutional Venture Management XIII, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,642,032 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,642,032 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,642,032 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.0% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

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- (1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a group for purposes of this Schedule 13G.
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- (3) Based on 42,725,530 shares of Class A Common Stock outstanding (as of October 27, 2017), as reported by the Issuer on a Form 10-Q for the quarterly period ended September 30, 2017 filed with the SEC on November 1, 2017, plus 1,602,683 shares of Class B Common Stock held by the Reporting Persons as of December 31, 2017, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (4) The 1,602,683 shares of Class B Common Stock held by the Reporting Persons represent 40.3% of the Issuer's aggregate Class B Common Stock based on a total of 3,975,840 shares of Class B Common Stock (as of October 27, 2017), as reported by the Issuer on a Form 10-Q for the quarterly period ended September 30, 2017 filed with the SEC on November 1, 2017.
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1 NAMES OF REPORTING PERSONS

Todd C. Chaffee

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,642,032 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,642,032 shares (2)

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2,642,032 shares (2)

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12 TYPE OF REPORTING PERSON*

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- (3) Based on 42,725,530 shares of Class A Common Stock outstanding (as of October 27, 2017), as reported by the Issuer on a Form 10-Q for the quarterly period ended September 30, 2017 filed with the SEC on November 1, 2017, plus 1,602,683 shares of Class B Common Stock held by the Reporting Persons as of December 31, 2017, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage ownership of the Reporting Person.
- (4) The 1,602,683 shares of Class B Common Stock held by the Reporting Persons represent 40.3% of the Issuer's aggregate Class B Common Stock based on a total of 3,975,840 shares of Class B Common Stock (as of October 27, 2017), as reported by the Issuer on a Form 10-Q for the quarterly period ended September 30, 2017 filed with the SEC on November 1, 2017.
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1 NAMES OF REPORTING PERSONS

Norman A. Fogelsong

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,642,032 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,642,032 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,642,032 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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12 TYPE OF REPORTING PERSON*

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- (4) The 1,602,683 shares of Class B Common Stock held by the Reporting Persons represent 40.3% of the Issuer's aggregate Class B Common Stock based on a total of 3,975,840 shares of Class B Common Stock (as of October 27, 2017), as reported by the Issuer on a Form 10-Q for the quarterly period ended September 30, 2017 filed with the SEC on November 1, 2017.
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1 NAMES OF REPORTING PERSONS

Stephen J. Harrick

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,642,032 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,642,032 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,642,032 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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6.0% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS

J. Sanford Miller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,642,032 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,642,032 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,642,032 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.0% (3)(4)(5)

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS

Dennis B. Phelps

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b) (1)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 0 shares
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,642,032 shares (2)
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0 shares
8 SHARED DISPOSITIVE POWER

WITH

2,642,032 shares (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,642,032 shares (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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Introductory Note: This statement on Schedule 13G is filed by the Reporting Persons with the Commission in respect of shares of Class A Common Stock (Common Stock), of MINDBODY, Inc., a Delaware corporation (the Issuer).

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 Reporting Persons Filing:

1. Institutional Venture Partners XIII L.P. (IVP XIII)
2. Institutional Venture Management XIII LLC (IVM XIII)
3. Todd C. Chaffee (Chaffee)
4. Norman A. Fogelson (Fogelson)
5. Stephen J. Harrick (Harrick)
6. J. Sanford Miller (Miller)
7. Dennis B. Phelps (Phelps)

- (b) Address of Principal Business Office: c/o Institutional Venture Partners
3000 Sand Hill Road, Building 2, Suite 250
Menlo Park, California 94025

- (c) Citizenship:

