

MANSBACH MICHAEL JOSEPH
 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 *
 MANSBACH MICHAEL JOSEPH

(Last) (First) (Middle)

4051 BROAD STREET, SUITE 220

(Street)

SAN LUIS OBISPO, CA 93401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 MINDBODY, Inc. [MB]

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				Code V	Amount	(A) or (D)	Price
Class A Common Stock	02/15/2019		D		120,046 (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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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- (4) 1/4 of the shares subject to the option vested on August 21, 2018, and 1/48 of the shares vest monthly thereafter.
- (5) Includes 36,204 vested options and 66,020 unvested options.

At the Effective Time, each of the unvested options was cancelled 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

- (6) 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.

At the Effective Time, each of these vested options was cancelled and automatically converted into the right to receive a cash payment

- (7) 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.

- (8) 1/4 of the shares subject to the option vest on February 20, 2019, and 1/48 of the shares vest monthly thereafter.

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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