

MINDBODY, Inc.
Form 3
June 18, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Montreux Equity Partners V Associates I, LLC | | | (Month/Day/Year) | MINDBODY, Inc. [MB] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE FERRY BUILDING, SUITE 255 | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| SAN FRANCISCO,Â CAÂ 94111 | | | | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock <u>(1)</u> | 316,965 | I | See Footnote <u>(2)</u> |
| Common Stock <u>(1)</u> | 3,795 | I | See Footnote <u>(3)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------|---------------------------|----------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---------------------------------------------------------------|------------------|
| Series A Preferred Stock | Â (4) | Â (4) | Common Stock (1) | 12,147 | \$ (4) | I | See Footnote (2) |
| Series A Preferred Stock | Â (4) | Â (4) | Common Stock (1) | 146 | \$ (4) | I | See Footnote (3) |
| Series B Preferred Stock | Â (5) | Â (5) | Common Stock (1) | 7,521 | \$ (5) | I | See Footnote (2) |
| Series B Preferred Stock | Â (5) | Â (5) | Common Stock (1) | 88 | \$ (5) | I | See Footnote (3) |
| Series G Preferred Stock | Â (6) | Â (6) | Common Stock (1) | 590,320 | \$ (6) | I | See Footnote (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Montreux Equity Partners V Associates I, LLC ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111 | Â | Â X | Â | Â |
| Montreux Equity Partners V, L.P. ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111 | Â | Â X | Â | Â |
| TURNER DANIEL K III ONE FERRY BUILDING, SUITE 255 SAN FRANCISCO, CA 94111 | Â | Â X | Â | Â |

Signatures

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| /s/ Daniel K. Turner III | 06/18/2015 |
| __Signature of Reporting Person | Date |
| /s/ Daniel K. Turner III, Managing Director, for Montreux Equity Management V, LLC as general partner of Montreux Equity Partners V, L.P. | 06/18/2015 |
| __Signature of Reporting Person | Date |
| /s/ Daniel K. Turner III, Managing Director, for Montreux Equity Management V, LLC as general partner of Montreux Equity Partners V Associates I, LLC | 06/18/2015 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) Each share of Common Stock shall be reclassified into one share of Class B Common Stock immediately prior to the completion of the Issuer's initial public offering.

- Shares held of record by Montreux Equity Partners V Associates I, LLC. Daniel K. Turner III is the sole manager of Montreux Equity Management V, LLC, which is the sole general partner of Montreux Equity Partners V Associates I, LLC. By reason of these relationships, Montreux Equity Management V, LLC and Mr. Turner may be deemed to beneficially own the securities reported herein.
- (2) Each of Montreux Equity Management V, LLC and Mr. Turner disclaims beneficial ownership of such securities, except to the extent of their respective pecuniary interests therein.

- Shares held of record by Montreux Equity Partners V, L.P. Daniel K. Turner III is the sole manager of Montreux Equity Management V, LLC, which is the sole general partner of Montreux Equity Partners V, L.P. By reason of these relationships, Montreux Equity Management V, LLC and Mr. Turner may be deemed to beneficially own the securities reported herein. Each of Montreux Equity Management V, LLC and Mr. Turner disclaims beneficial ownership of such securities, except to the extent of their respective pecuniary interests therein.
- (3)

- The Series A Preferred Stock is convertible into Common Stock on a 1:1.00877635428226 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series A Preferred Stock will be converted into shares of Common Stock.
- (4)

- The Series B Preferred Stock is convertible into Common Stock on a 1:1.01483963618956 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series B Preferred Stock will be converted into shares of Common Stock.
- (5)

- The Series G Preferred Stock is convertible into Common Stock on a 1:1 basis and has no expiration date. Immediately prior to the completion of the Issuer's initial public offering, all shares of Series G Preferred Stock will be converted into shares of Common Stock.
- (6)

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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