

Lytikainen Kimberly Gail  
 Form 4  
 December 27, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 Lytikainen Kimberly Gail

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 4051 BROAD STREET, SUITE 220  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/24/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Legal Officer & Secretary

SAN LUIS OBISPO, CA 93401

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

(City) (State) (Zip)

**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            | 12/24/2018                           |  | C <sup>(1)</sup>               |   | 4,688 A \$ 0  | 45,789 <sup>(2)</sup>                                    | D                                 |
| Class A Common Stock            | 12/24/2018                           |  | M                              |   | 5,000 A \$ 13.91  | 50,789 <sup>(2)</sup>                                    | D                                 |
| Class A Common Stock            | 12/24/2018                           |  | S <sup>(3)</sup>               |   | 9,688 D \$ 36.32  | 41,101 <sup>(2)</sup>                                    | D                                 |
| Class A Common                  |                                      |  |                                |   |   | 17,821 <sup>(4)</sup>                                    | I By spouse                       |

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Stock

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

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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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |       |
| Employee Stock Option (Right to Buy)       | \$ 14.496  | 12/24/2018                           |  | M                              |   | (5)  | 05/22/2025  | Class B Common Stock       | 4,688 |
| Class B Common Stock                       | (6)  | 12/24/2018                           |  | M                              | 4,688   | (6)  | (6)   | Class A Common Stock       | 4,688 |
| Class B Common Stock                       | (6)  | 12/24/2018                           |  | C                              | 4,688   | (6)  | (6)   | Class A Common Stock       | 4,688 |
| Employee Stock Option (Right to Buy)       | \$ 13.91   | 12/24/2018                           |  | M                              |   | (7)  | 03/21/2026  | Class A Common Stock       | 5,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Lytikainen Kimberly Gail<br>4051 BROAD STREET<br>SUITE 220<br>SAN LUIS OBISPO, CA 93401 |               |           | Chief Legal Officer & Secretary |       |

## Signatures

/s/ Kimberly G.  
Lytikainen

12/27/2018

\_\_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) Each share of Class A Common Stock was issued upon the conversion of one share of Class B Common Stock at the election of the Reporting Person.
  - (2) Includes 41,101 restricted stock units ("RSUs"), where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
  - (3) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.
  - (4) Includes 17,821 RSUs, where each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.
  - (5) 1/48 of the shares subject to the option vested on June 22, 2015, and 1/48 of the shares vest monthly thereafter.
  - (6) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
  - (7) 1/4 of the shares subject to the option vested on March 21, 2017, 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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