

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Luxor Capital Group, LP</u> (Last) (First) (Middle) 1114 AVENUE OF THE AMERICAS 28TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MINDBODY, Inc. [MB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/08/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)				
Class A common stock ⁽¹⁾⁽²⁾							3,110,091	I ⁽³⁾	By Luxor Capital Partners, LP	
Class A common stock ⁽¹⁾⁽²⁾							657,423	I ⁽⁴⁾	By Luxor Waterfront, LP	
Class A common stock ⁽¹⁾⁽²⁾							2,101,361	I ⁽⁵⁾	By Luxor Capital Partners Offshore Master Fund, LP	
Class A common stock ⁽¹⁾⁽²⁾							541,724	I ⁽⁶⁾	By Luard Road Capital Master Fund, LP	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		44,169,000		10/01/2018	06/01/2023	Class A common stock	891,763	\$100	44,169,000	I ⁽³⁾	By Luxor Capital Partners, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		2,947,000		10/01/2018	06/01/2023	Class A common stock	59,499	\$100.625	47,116,000	I ⁽³⁾	By Luxor Capital Partners, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		16,086,000		10/01/2018	06/01/2023	Class A common stock	324,773	\$100.8542	63,202,000	I ⁽³⁾	By Luxor Capital Partners, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		1,073,000		10/01/2018	06/01/2023	Class A common stock	21,664	\$100.875	64,275,000	I ⁽³⁾	By Luxor Capital Partners, LP

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		266,000		10/01/2018	06/01/2023	Class A common stock	5,370	\$100.875	64,541,000	I ⁽³⁾	By Luxor Capital Partners, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		671,000		10/01/2018	06/01/2023	Class A common stock	13,547	\$100.9846	65,212,000	I ⁽³⁾	By Luxor Capital Partners, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		9,678,000		10/01/2018	06/01/2023	Class A common stock	195,397	\$100	9,678,000	I ⁽⁴⁾	By Luxor Wavefront, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		648,000		10/01/2018	06/01/2023	Class A common stock	13,083	\$100.625	10,326,000	I ⁽⁴⁾	By Luxor Wavefront, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		3,525,000		10/01/2018	06/01/2023	Class A common stock	71,169	\$100.8542	13,851,000	I ⁽⁴⁾	By Luxor Wavefront, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		234,000		10/01/2018	06/01/2023	Class A common stock	4,724	\$100.875	14,085,000	I ⁽⁴⁾	By Luxor Wavefront, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		60,000		10/01/2018	06/01/2023	Class A common stock	1,211	\$100.875	14,145,000	I ⁽⁴⁾	By Luxor Wavefront, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		147,000		10/01/2018	06/01/2023	Class A common stock	2,968	\$100.9846	14,292,000	I ⁽⁴⁾	By Luxor Wavefront, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		28,526,000		10/01/2018	06/01/2023	Class A common stock	575,934	\$100	28,526,000	I ⁽⁵⁾	By Luxor Capital Partners Offshore Master Fund, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		1,905,000		10/01/2018	06/01/2023	Class A common stock	38,462	\$100.625	30,431,000	I ⁽⁵⁾	By Luxor Capital Partners Offshore Master Fund, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		10,389,000		10/01/2018	06/01/2023	Class A common stock	209,752	\$100.8542	40,820,000	I ⁽⁵⁾	By Luxor Capital Partners Offshore Master Fund, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		693,000		10/01/2018	06/01/2023	Class A common stock	13,992	\$100.875	41,513,000	I ⁽⁵⁾	By Luxor Capital Partners Offshore Master Fund, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		174,000		10/01/2018	06/01/2023	Class A common stock	3,513	\$100.875	41,687,000	I ⁽⁵⁾	By Luxor Capital Partners Offshore Master Fund, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		432,000		10/01/2018	06/01/2023	Class A common stock	8,722	\$100.9846	42,119,000	I ⁽⁵⁾	By Luxor Capital Partners Offshore Master Fund, LP
0.375% Convertible Senior Note	\$49.53	06/08/2018		P		2,627,000		10/01/2018	06/01/2023	Class A common stock	53,039	\$100	2,627,000	I ⁽⁶⁾	By Luard Road Capital Master Fund, LP

1. Name and Address of Reporting Person*

[Luxor Capital Group, LP](#)

(Last) (First) (Middle)
1114 AVENUE OF THE AMERICAS
28TH FLOOR

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[LCG HOLDINGS LLC](#)

(Last) (First) (Middle)
1114 AVENUE OF THE AMERICAS
28TH FLOOR

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Luxor Capital Partners, LP](#)

(Last) (First) (Middle)
1114 AVENUE OF THE AMERICAS
28TH FLOOR

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Luxor Wavefront, LP](#)

(Last) (First) (Middle)
1114 AVENUE OF THE AMERICAS
28TH FLOOR

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Lugard Road Capital, LP](#)

(Last) (First) (Middle)
1114 AVENUE OF THE AMERICAS
28TH FLOOR

(Street)
NEW YORK NY 10036

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
Lugard Road Capital GP, LLC		
(Last)	(First)	(Middle)
1114 AVENUE OF THE AMERICAS 28TH FLOOR		
(Street)		
NEW YORK	NY	10036
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
LUXOR CAPITAL PARTNERS OFFSHORE LTD		
(Last)	(First)	(Middle)
C/O M&C CORPORATE SVCS LTD PO BOX 309 GT UGLAND HOUSE		
(Street)		
GEORGE TOWN	E9	00000
(City) (State) (Zip)		

Explanation of Responses:

1. This Form 4 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore, Ltd. ("Offshore Feeder Fund"), Luxor Wavefront, LP ("Wavefront Fund"), LCG Holdings, LLC ("LCG Holdings"), Luxor Management, LLC ("Luxor Management"), Lugard Road Capital, LP ("Lugard Feeder Fund"), Lugard Road Capital GP, LLC ("Lugard GP"), Jonathan Green and Christian Leone (collectively, the "Reporting Persons").
2. Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Class A Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein. The filing of this Form 4 shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own.
3. Securities owned directly by Onshore Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Onshore Fund, may be deemed to beneficially own the securities owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Onshore Fund.
4. Securities owned directly by Wavefront Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Wavefront Fund, may be deemed to beneficially own the securities owned directly by Wavefront Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Wavefront Fund.
5. Securities owned directly by Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"). Offshore Feeder Fund, as the owner of a controlling interest in Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Offshore Master Fund.
6. Securities owned directly by Lugard Road Capital Master Fund, LP ("Lugard Master Fund"). Lugard Feeder Fund, as the owner of a controlling interest in Lugard Master Fund, may be deemed to beneficially own the securities owned directly by Lugard Master Fund. Each of Lugard GP and Luxor Capital Group, as the general partner and investment manager, respectively of Lugard Master Fund, may be deemed to beneficially own the securities owned directly by Lugard Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, and as a managing member and controlling person of Lugard GP, may be deemed to beneficially own the securities owned directly by Lugard Master Fund. Jonathan Green as a managing member and controlling person of Lugard GP may be deemed to beneficially own the securities owned by Lugard Master Fund.

[/s/ Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP](#) 06/12/2018
[/s/ Jonathan Green, as Managing Member of Lugard Road Capital GP, LLC](#) 06/12/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.