MINDBODY, Inc. Form SC 13G/A February 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

MINDBODY, Inc.

(Name of Issuer)

CLASS A COMMON STOCK, \$0.000004 PAR VALUE PER SHARE

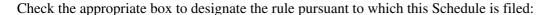
(Title of Class of Securities)

60255W105

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)



Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

The information required in 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).

^{*} 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 the disclosures provided in a prior cover page.

CUSIP No. 60255W105		SCHEDULE 13G/A	Page 2 of 7 Pages
1. NAMES	OF REPORTING PE	ERSONS	
	l Partners III, L.P. THE APPROPRIATE (b)	E BOX IF A MEMBER OF A GRO	UP
3. SEC USE	ONLY		
4. CITIZEN	SHIP OR PLACE OF	F ORGANIZATION	
Delaware 5	. SOLE VOTING P	POWER	
NUMBER OF			
SHARES 6	2,438,642 . SHARED VOTIN	IG POWER	
BENEFICIALLY			
OWNED BY EACH 7	-0- . SOLE DISPOSIT	IVE POWER	
REPORTING			
PERSON 8	2,438,642 . SHARED DISPO	SITIVE POWER	
WITH			
9. AGGREC	-0- GATE AMOUNT BE	NEFICIALLY OWNED BY EACH	I REPORTING PERSON
2,438,642	<u> </u>		

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

10.

11.	PERCENT OF C	LASS REPRESENTED	BY AMOUNT IN ROW 9

5.7% (1)

12. TYPE OF REPORTING PERSON

PN

(1) The percent of class was calculated based on 43,041,405 shares of Class A Common Stock outstanding as of December 31, 2017, based on information provided to the Reporting Persons by the Issuer.

CUSIP I	No. 60255	W105 SC	HEDULE 13G/A	Page 3 of 7 Pages
1.	NAMES	OF REPORTING PERSONS		
2.	WCP GP CHECK (a)	PIII, L.P. THE APPROPRIATE BOX IF A (b)	MEMBER OF A GROUP	
3.	SEC USI			
4.	CITIZEN	NSHIP OR PLACE OF ORGANIZ	ZATION	
	Delaware	5. SOLE VOTING POWER		
NUMB	ER OF			
SHA BENEFIO	(2,438,642 (1) 6. SHARED VOTING POWER		
OWNE	ED RY			
EA	,	-0- 7. SOLE DISPOSITIVE POWE	R	
REPOR	RTING			
PER	SON	2,438,642 (1) 8. SHARED DISPOSITIVE PO	WER	
WI	TH			
9.	AGGRE	-0- GATE AMOUNT BENEFICIALI	LY OWNED BY EACH REPORTIN	NG PERSON
10.	2,438,642 CHECK		IOUNT IN ROW (9) EXCLUDES C	CERTAIN SHARES

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 - 5.7% (2)
- 12. TYPE OF REPORTING PERSON

PN

- (1) Represents 2,438,642 shares of Class A Common Stock held directly by W Capital Partners III, L.P. WCP GP III, L.P. is the sole general partner of W Capital Partners III, L.P., and may be deemed to beneficially own the shares of stock held directly by W Capital Partners III, L.P.
- (2) The percent of class was calculated based on 43,041,405 shares of Class A Common Stock outstanding as of December 31, 2017, based on information provided to the Reporting Persons by the Issuer.

CUSIP 1	No. 60255W	105 SCHEDULE 13G/A	Page 4 of 7 Pages
1.	NAMES O	F REPORTING PERSONS	
2.		II, LLC HE APPROPRIATE BOX IF A MEMBER OF A GROUP (b)	
3.	SEC USE (ONLY	
4.	CITIZENS	HIP OR PLACE OF ORGANIZATION	
	Delaware 5.	SOLE VOTING POWER	
NUMB	ER OF		
SHA BENEFI	6.	2,438,642 (1) SHARED VOTING POWER	
OWNE			
EA	7	-0- SOLE DISPOSITIVE POWER	
REPOI	RTING		
PER	SON 8.	2,438,642 (1) SHARED DISPOSITIVE POWER	
WI	ТН		
9.	AGGREGA	-0- ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTIN	NG PERSON
10.	2,438,642 (CHECK B	(1) OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES C	CERTAIN SHARES

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 - 5.7% (2)
- 12. TYPE OF REPORTING PERSON

00

- (1) Represents 2,438,642 shares of Class A Common Stock held directly by W Capital Partners III, L.P. WCP GP III, LLC is the sole general partner of WCP GP III, L.P., which is the sole general partner of W Capital Partners III, L.P., and may be deemed to beneficially own the shares of stock held directly by W Capital Partners III, L.P.
- (2) The percent of class was calculated based on 43,041,405 shares of Class A Common Stock outstanding as of December 31, 2017, based on information provided to the Reporting Persons by the Issuer.

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Item 1. Issuer

(a) Name of Issuer:

MINDBODY, Inc. (the **Issuer**)

(b) Address of Issuer s Principal Executive Offices:

4051 Broad Street, Suite 220

San Luis Obispo, California 93401

Item 2. Filing Person

- (a) (c) Name of Persons Filing; Address; Citizenship:
 - (i) W Capital Partners III, L.P., a Delaware limited partnership;
 - (ii) WCP GP III, L.P., a Delaware limited partnership; and
 - (iii) WCP GP III, LLC, a Delaware limited liability company

The address of the principal business office of each of the reporting persons is 400 Park Avenue, Suite 910, New York, New York 10022.

(d) Title of Class of Securities:

Class A Common Stock, \$0.000004 par value per share, (the **Common Stock**)

(e) CUSIP Number:

60255W105

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

If filing as a non-U.S. institution in accordance with \$240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership.

- (a) and (b) Amount beneficially owned:
 - (i) W Capital Partners III, L.P. directly owns 2,438,642 shares of Class A Common Stock, which represents approximately 5.7% of the outstanding shares of Class A Common Stock.
 - (ii) WCP GP III, L.P. is the sole general partner of W Capital Partners III, L.P., and may be deemed to beneficially own 2,438,642 shares of Class A Common Stock, which represents approximately 5.7% of the outstanding shares of Class A Common Stock.
 - (iii) WCP GP III, LLC is the sole general partner of WCP GP III, L.P., which is the sole general partner of W Capital Partners III, L.P., and may be deemed to beneficially own 2,438,642 shares of Class A Common Stock, which represents approximately 5.7% of the outstanding shares of Class A Common Stock.
- (c) Number of shares as to which such person has:

	Number of Sha	ares of C	lass A Commo	n Stock
Reporting Person	(i)	(ii)	(iii)	(iv)
W Capital Partners III, L.P.	2,438,642	-0-	2,438,642	-0-
WCP GP III, L.P.	2,438,642	-0-	2,438,642	-0-
WCP GP III, LLC	2,438,642	-0-	2,438,642	-0-

- (i) Sole power to vote or direct the vote
- (ii) Shared power to vote or to direct the vote
- (iii) Sole power to dispose or to direct the disposition of
- (iv) Shared power to dispose or to direct the disposition of

The percent of class was calculated based on 43,041,405 shares of Class A Common Stock outstanding as of December 31, 2017, based on information provided to the Reporting Persons by the Issuer.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6.	Ownership of More than Five Percent on Behalf of Another Person.
	Not applicable.
Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported of by the Parent Holding Company or Control Person.
	Not applicable.
Item 8.	Identification and Classification of Members of the Group.
	Not applicable.
Item 9.	Notice of Dissolution of Group.
	Not applicable.
Item 10.	Certification.
	Not applicable.

CUSIP No. 60255W105

SCHEDULE 13G/A SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 2, 2018

W CAPITAL PARTNERS III, L.P.

By: WCP GP III, L.P., its General Partner By: WCP GP III, LLC, its General Partner

By: /s/ David Wachter
Name: David Wachter
Title: Managing Member

WCP GP III, L.P.

By: WCP GP III, LLC, its General Partner

By: /s/ David Wachter Name: David Wachter Title: Managing Member

WCP GP III, LLC

By: /s/ David Wachter Name: David Wachter Title: Managing Member