

FITBIT INC
Reported by
BLACK PHILIP DOUGLAS

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 06/17/15 for the Period Ending 06/17/15

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FORM 3

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 * True Venture Partners II, L.L.C.	2. Date of Event Requiring Statement (MM/DD/YYYY) 6/17/2015	3. Issuer Name and Ticker or Trading Symbol FITBIT INC [FIT]
(Last) (First) (Middle) 530 LYTTON AVE., SUITE 303	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) PALO ALTO, CA 94301	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A-1 Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	19095420	(1)	I	By True Ventures II, L.P. (3)
Series B Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	12123888	(1)	I	By True Ventures II, L.P. (3)
Series C Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	8968080	(1)	I	By True Ventures II, L.P. (3)
Series D Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	677904	(1)	I	By True Ventures II, L.P. (3)

Explanation of Responses:

- (1) The Convertible Preferred Stock shall automatically convert into Class B Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering and has no expiration date.
- (2) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Upon the closing of the issuer's sale of its Class A Common Stock in its firm commitment underwritten initial public offering pursuant to a registration statement on Form S-1 (File No. 333-203941) under the Securities Act of 1933, as amended, the Class B Common Stock will convert automatically into Class A Common Stock on the same basis upon the earlier of: (i) any transfer, whether or not for value, except for certain "Permitted Transfers" as defined in the Issuer's restated certificate of incorporation in effect as of the date hereof, (ii) the affirmative vote of the holders of Class B Common Stock representing not less than a majority of the outstanding shares of Class B Common Stock, or (iii) June 17, 2027.
- (3) Shares held of record by True Ventures II, L.P., or TV II, a Delaware limited partnership, for itself and as nominee for True Ventures II-A, L.P., or TV II-A, a Delaware limited partnership. True Venture Partners II, L.L.C., or TVP II, a Delaware limited liability company, is the general partner of each of TV II and TV II-A. Jon Callaghan, a member of the Issuer's Board of Directors, and Philip Black are the managing members of TVP II and, therefore, may be deemed to share voting and dispositive power over the shares held by TV II and TV II-A.

Remarks:

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's pecuniary interest in such securities). *This report is one of two reports, each on a separate Form 3, but relating to the same transaction being filed by entities affiliated with True Ventures and their associated managing members.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
True Venture Partners II, L.L.C. 530 LYTTON AVE., SUITE 303 PALO ALTO, CA 94301		X		
True Ventures II-A, L.P. 530 LYTTON AVE, SUITE 303 PALO ALTO, CA 94301		X		
True Ventures II, L.P. 530 LYTTON AVE, SUITE 303 PALO ALTO, CA 94301		X		
Black Philip Douglas 530 LYTTON AVE., SUITE 303 PALO ALTO, CA 94301		X		

Signatures

/s/ Philip D. Black, as managing member of True Ventures II, L.L.C.

6/17/2015

** Signature of Reporting Person

Date

/s/ Philip D. Black, as managing member of True Ventures II, L.L.C., the general partner of True Ventures II-A, L.P.

6/17/2015

** Signature of Reporting Person

Date

/s/ Philip D. Black, as managing member of True Ventures II, L.L.C., the general partner of True Ventures II, L.P.

6/17/2015

** Signature of Reporting Person

Date

/s/ Philip D. Black

6/17/2015

** 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 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).

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 control number.