

FITBIT INC
Reported by
MARAKOVIC NINO NIKOLA

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/25/15 for the Period Ending 06/23/15

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FORM 4

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

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STATEMENT OF CHANGES IN 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 * Sapphire Ventures (GPE) I, L.L.C. (Last) (First) (Middle) 3408 HILLVIEW AVENUE, (Street) PALO ALTO, CA 94304 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FITBIT INC [FIT]	5. 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)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/23/2015</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)	Price			
Class A Common Stock	6/23/2015		C		1050000	A	\$0.00	1050000	I	By Sapphire Ventures Fund I, L.P. (3)
Class A Common Stock	6/23/2015		S		1050000	D	\$18.80	0	I	By Sapphire Ventures Fund I, L.P. (3)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Series D Convertible Preferred Stock	(1)	6/23/2015		C		6779040		(1)	(1)	Class B Common Stock (2)	6779040	\$0.00	0	I	By Sapphire Ventures Fund I, L.P. (3)
Class B Common Stock (2)	(2)	6/23/2015		C		6779040		(2)	(2)	Class A Common Stock	6779040	\$0.00	6779040	I	By Sapphire Ventures Fund I, L.P. (3)
Class B Common Stock (2)	(2)	6/23/2015		C		1050000		(2)	(2)	Class A Common Stock	1050000	\$0.00	5729040	I	By Sapphire Ventures Fund I, L.P. (3)

Explanation of Responses:

- (1) The Convertible Preferred Stock automatically converted 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. 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 are held directly by Sapphire Ventures Fund I, LP. formerly known as SAP Ventures Fund I, L.P. Sapphire Ventures (GPE) I, L.L.C. is the general partner of Sapphire Ventures Fund I, LP. Nino Marakovic as the managing member of Sapphire Ventures (GPE) I, L.L.C. may be deemed to have voting and dispositive power with respect to the shares held by Sapphire Ventures Fund I, LP.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sapphire Ventures (GPE) I, L.L.C. 3408 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
SAP Ventures Fund I, L.P. 3408 HILLVIEW AVENUE PALO ALTO, CA 94304		X		
MARAKOVIC NINO NIKOLA C/O SAPPHIRE VENTURES 3408 HILLVIEW AVENUE PALO ALTO, CA 94304		X		

Signatures

Sapphire Ventures (GPE) I, L.L.C. /s/ Nino Nikola Marakovic as Managing Member

6/23/2015

** Signature of Reporting Person

Date

Sapphire Ventures Fund I, L.P. /s/ Nino Nikola Marakovic, as Managing Member of Sapphire Ventures (GPE) I, L.L.C., its general partner

6/23/2015

** Signature of Reporting Person

Date

/s/ Nino Nikola Marakovic

6/23/2015

** 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 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 control number.