

**FITBIT INC**  
Reported by  
**CLAVIER JEAN-FRANCOIS**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

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

Address 405 HOWARD STREET  
SAN FRANCISCO, CA 94105  
Telephone 415-513-1000  
CIK 0001447599  
Symbol FIT



**Table II - Derivative Securities 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. 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 B Convertible Preferred Stock	(1)	6/23/2015		C		387936		(1)	(1)	Class B Common Stock (2)	387936	\$0.00	0	I	SoftTech VC II, L.P. (3)
Class B Common Stock (2)	(2)	6/23/2015		C		387936		(2)	(2)	Class A Common Stock	387936	\$0.00	1751892	I	By SoftTech VC II, L.P. (3)
Series C Convertible Preferred Stock	(1)	6/23/2015		C		644328		(1)	(1)	Class B Common Stock (2)	644328	\$0.00	0	I	By SoftTech VC II, L.P. (3)
Class B Common Stock (2)	(2)	6/23/2015		C		644328		(2)	(2)	Class A Common Stock	644328	\$0.00	2396220	I	By SoftTech VC II, L.P. (3)
Class B Common Stock (2)	(2)	6/23/2015		C		37500		(2)	(2)	Class A Common Stock	37500	\$0.00	2358720	I	By SoftTech VC II, L.P. (3)
Series B Convertible Preferred Stock	(1)	6/23/2015		C		1251156		(1)	(1)	Class B Common Stock (2)	1251156	\$0.00	0	I	By SoftTech VC III, L.P. (4)
Class B Common Stock (2)	(2)	6/23/2015		C		1251156		(2)	(2)	Class A Common Stock	1251156	\$0.00	1251156	I	By SoftTech VC III, L.P. (4)
Series C Convertible Preferred Stock	(1)	6/23/2015		C		2552712		(1)	(1)	Class B Common Stock (2)	2552712	\$0.00	0	I	By SoftTech VC III, L.P. (4)
Class B Common Stock (2)	(2)	6/23/2015		C		2552712		(2)	(2)	Class A Common Stock	2552712	\$0.00	3803868	I	By SoftTech VC III, L.P. (4)
Class B Common Stock (2)	(2)	6/23/2015		C		112500		(2)	(2)	Class A Common Stock	112500	\$0.00	3691368	I	By SoftTech VC III, 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 SoftTech VC II, L.P. SoftTech VC II, L.L.C. is the general partner of SoftTech II, L.P. Jean-Francois Clavier is the managing member of SoftTech II, L.L.C. and has sole voting and dispositive power over the shares held by SoftTech II, L.P.
- (4) Shares are held directly by SoftTech VC III, L.P. SoftTech VC III, L.L.C. is the general partner of SoftTech III, L.P. Jean-Francois Clavier is the managing member of SoftTech III, L.L.C. and has sole voting and dispositive power over the shares held by SoftTech III, L.P.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Clavier Jean-Francois C/O SOFTTECH VC 530 LYTTON AVE., 2ND FLOOR PALO ALTO, CA 94301		X		
SoftTech VC II LP 530 LYTTON AVE., 2ND FLOOR PALO ALTO, CA 94301		X		
SoftTech VC II, L.L.C. 530 LYTTON AVE., 2ND FLOOR PALO ALTO, CA 94301		X		
SoftTech VC III, L.P. 530 LYTTON AVE., 2ND FLOOR PALO ALTO, CA 94301		X		
SoftTech VC III, L.L.C. 530 LYTTON AVE., 2ND FLOOR PALO ALTO, CA 94301		X		

**Signatures**

/s/ Jean-Francois Clavier

**6/23/2015**

\*\* Signature of Reporting Person

Date

SoftTech VC II, L.L.C./s/ Jean-Francois Clavier as Managing Member

**6/23/2015**

\*\* Signature of Reporting Person

Date

SoftTech VC II, L.P./s/ Jean-Francois Clavier as Managing Member of SoftTech VC II, L.L.C., its general partner

**6/23/2015**

\*\* Signature of Reporting Person

Date

SoftTech VC III, L.L.C./s/ Jean-Francois Clavier as Managing Member

**6/23/2015**

\*\* Signature of Reporting Person

Date

SoftTech VC III, L.P./s/ Jean-Francois Clavier as Managing Member of SoftTech VC III, L.L.C., its general partner

**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.

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