

FITBIT INC
Reported by
CLAVIER JEAN-FRANCOIS

FORM 3
(Initial Statement of Beneficial Ownership)

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

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

FORM 3

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

OMB APPROVAL
OMB Number: 3235-0104
Estimated average burden
hours per response... 0.5

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 * Clavier Jean-Francois	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) C/O SOFTTECH VC, 530 LYTTON AVE., 2ND FLOOR	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 (City) (State) (Zip)	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

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)
---------------------------------	---	--	---

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)	1363956	(1)	I	By SoftTech VC II, L.P. (3)
Series B Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	387936	(1)	I	By SoftTech VC II, L.P. (3)
Series C Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	644328	(1)	I	By SoftTech VC II, L.P. (3)
Series B Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	1251156	(1)	I	By SoftTech VC III, L.P. (4)

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 C Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	2552712	(1)	I	By SoftTech VC III, L.P. (4)

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 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

6/17/2015

Date

** Signature of Reporting Person

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

6/17/2015

Date

** Signature of Reporting Person

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

6/17/2015

Date

** Signature of Reporting Person

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

6/17/2015

Date

** Signature of Reporting Person

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

6/17/2015

Date

** Signature of Reporting Person

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.