

FITBIT INC
Reported by
FELICIS VENTURES GP II, LLC

FORM 4
(Statement of Changes in Beneficial Ownership)

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

Address 405 HOWARD STREET
SAN FRANCISCO, CA 94105
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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Felicis Ventures II, L.P.			FITBIT INC [FIT]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
530 LYTTON AVENUE, SUITE 305			6/23/2015					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
PALO ALTO, CA 94301						<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 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			

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 B Convertible Preferred Stock	(1)	6/23/2015		C			764280	(1)	(1)	Class B Common Stock	764280	\$0.00	0	I	See Footnote (3)
Class B Common Stock	(2)	6/23/2015		C		764280		(2)	(2)	Class A Common Stock	764280	\$0.00	764280	I	See Footnote (3)
Series C Convertible Preferred Stock	(1)	6/23/2015		C		2989356		(1)	(1)	Class B Common Stock	2989356	\$0.00	0	I	See Footnote (3)
Class B Common Stock	(2)	6/23/2015		C		2989356		(2)	(2)	Class A Common Stock	2989356	\$0.00	3753636	I	See Footnote (3)

Explanation of Responses:

- Each share of Issuer's Convertible Preferred Stock automatically converted into Class B Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering and has no expiration date.
- Each share of Class B Common Stock is convertible at any time at the option of the holder 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.
- The shares are held by Felicis Ventures II, L.P. The general partner of Felicis Ventures II, L.P. is Felicis Ventures GP II, LLC, which has voting and dispositive power over these shares. Aydin Senkut is the sole manager of Felicis Ventures GP II, LLC and has voting and

dispositive power over these shares. Each of Felicis Ventures GP II, LLC and Mr. Senkut disclaim beneficial ownership of the shares except to the extent of their pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Felicis Ventures II, L.P. 530 LYTTON AVENUE, SUITE 305 PALO ALTO, CA 94301		X		
Felicis Ventures GP II, LLC 530 LYTTON AVENUE, SUITE 305 PALO ALTO, CA 94301		X		
Senkut Aydin 530 LYTTON AVENUE, SUITE 305 PALO ALTO, CA 94301		X		

Signatures

Felicis Ventures II, L.P. By: Felicis Ventures GP II, LLC Its: General Partner Aydin Senkut, Manager

6/23/2015

** Signature of Reporting Person

Date

Felicis Ventures GP II, LLC Aydin Senkut, Manager

6/23/2015

** Signature of Reporting Person

Date

Aydin Senkut

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.