

FITBIT INC Reported by FELD BRADLEY A

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





[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Add	ress of Re	porting l	Person *	2	. Is	sue	r Nam	e and	ΙT	ic	ker or	Trac	dir	ng Sy	mbol	5. Relation (Check all			Person(s)	to Issuer
Foundry Vent	ure Cai	oital 20	07. L.I	P. F	T	BI	T IN	[C [FΙ	T]									
(Last)	(First)	(Mid			. Da	ate	of Ear	liest '	Tra	ıns	saction	ı (Mi	M/I	DD/YY	YY)	Directo	or	_	X 10%	Owner
(Lust)	(1131)	(IVIIC	uic)									`			,		(give title l	pelow) _	Other	(specify
1050 WALNU 210	T STRI	EET, S	UITE					6	/2.	3/	2015					below)				
210	(Street)			4	. If	An	nendm	ent. I	Dat	е	Origin	al F	ile	ed		6. Individu	ıal or Joi	nt/Group I	Filing (Che	eck
BOULDER, C	CO 8030	2					YYYY)				- 6					Applicable Li	ne)	•		
(City) (State) (Zip)															Form filed by One Reporting Person X Form filed by More than One Reporting Person					
																	-			
		Table 1	- Non-l	Deriv	ati	ve	Secur	ities 1	Ac	qu	iired,	Disp	90	sed of	f, or	Beneficially	Owned			
			2. Tra Date	ıns.	Ex	emed	3. Trans. Code (Instr. 8)			(A) or D (D)	A) or Disposed		Followi (Instr. 3		nount of Securities Beneficially Owned wing Reported Transaction(s) : 3 and 4)		Form:	7. Nature of Indirect Beneficial Ownership		
						any	y			T		(A)		,					or Indirect (I) (Instr.	
								Code	, ,	v	Amount	or (D)		Price					4)	
Class A Common Sto	ck			6/23/2	2015	;		С			9189722			(1)		918	9722		I	By Foundry Venture Capital 2007, L.P.
Class A Common Sto	ck			6/23/2	2015	3		s			9189722	D D	\$1	18.80			0		I	By Foundry Venture Capital 2007, L.P.
Class A Common Sto	ck			6/23/2	2015	į		С			1355808	A		(1)		135	55808		I	By Foundry Group Select Fund, L.P. (3)
Class A Common Stor	ck			6/23/2	2015	5		s			1355808	B D	\$1	18.80			0		I	By Foundry Group Select Fund, L.P. (3)
												<u> </u>								L.F.
Tab	le II - Dei	rivative	Securiti	es Be	enef	ficia	allv O	wned	1 (e.:	g. , pu	ts. c	al	lls. wa	arrar	nts, options,	convert	ible secur	rities)	
1. Title of Derivate Security (Instr. 3)	2.	2. 3. Trans. Date Deem Execuse Price of Derivative any		4. Trans	5. Number of Derivative Securities		of 6. Da and I		Date Exercisable d Expiration Date		able Date	7. Title Securi Deriva		e and Amount of tities Underlying ative Security 3 and 4) 8. Price Derivation Security (Instr. 5			9. Number	10.	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	l E	ate		able Da	piration te	on	Title		Amount or Number of Shares		(s) (Instr. 4)		_
																				By Foundry

Tab	ole II - Dei	ivative:	Securitie	es Be	ne	fici	ally Own	ed (<i>e.g.</i> ,	puts, cal	lls, warra	nts, options	, convert	ible secur	ities)	
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.		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)	of derivative Securities Beneficially Owned Following	Ownership Form of Derivative	Beneficial
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	-	Transaction (s) (Instr. 4)	4)	
Class B Common Stock	(1)	6/23/2015		С			9189722	(1)	(1)	Class A Common Stock	9189722	(1)	36758890		Venture Capital 2007, L.P.
Class B Common Stock	(1)	6/23/2015		С			1355808	(1)	(1)	Class A Common Stock	1355808	(1)	5423232	I	By Foundry Group Select Fund, L.P. (3)

Explanation of Responses:

- (1) 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.
- (2) The shares are held by Foundry Venture Capital 2007, L.P. The general partner of Foundry Venture Capital 2007, L.P. is Foundry Venture 2007, LLC, which has voting and dispositive power over these shares. Brad Feld, Seth Levine, Ryan McIntyre and Jason Mendelson are the managing members of Foundry Venture 2007, LLC and share voting and dispositive power over these shares. Each of Foundry Venture 2007, LLC, Mr. Feld, Mr. Levine, Mr. McIntyre and Mr. Mendelson disclaims beneficial ownership of the shares except to the extent of his or its respective pecuniary interest therein.
- (3) The shares are held by Foundry Group Select Fund, L.P. The general partner of Foundry Group Select Fund, L.P. is Foundry Select Fund GP, LLC, which has voting and dispositive power over these shares. Brad Feld, Seth Levine, Ryan McIntyre and Jason Mendelson are the managing members of Foundry Select Fund GP, LLC and share voting and dispositive power over these shares. Each of Foundry Select Fund GP, LLC, Mr. Feld, Mr. Levine, Mr. McIntyre and Mr. Mendelson disclaims beneficial ownership of the shares except to the extent of his or its respective pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10%	Owner	Officer	Other		
Foundry Venture Capital 2007, L.P. 1050 WALNUT STREET, SUITE 210 BOULDER, CO 80302			X				
Foundry Group Select Fund, L.P. 1050 WALNUT STREET, SUITE 210 BOULDER, CO 80302			X				
Foundry Venture 2007, LLC 1050 WALNUT STREET, SUITE 210 BOULDER, CO 80302			X				
Foundry Select Fund GP, LLC 1050 WALNUT STREET, SUITE 210 BOULDER, CO 80302			X				
FELD BRADLEY A 1050 WALNUT STREET, SUITE 210 BOULDER, CO 80302			X				
Levine Seth 1050 WALNUT STREET, SUITE 210 BOULDER, CO 80302			X				
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MCINTYRE RYAN A 1050 WALNUT STREET, SUITE 210	X	
BOULDER, CO 80302		
MENDELSON JASON A		
1050 WALNUT STREET, SUITE 210	X	
BOULDER, CO 80302		

Signatures

/s/ Brad Feld, Managing Director of Foundry Venture 2007, LLC, the General Partner of Foundry Venture Capital 2007, L.P.					
** Signature of Reporting Person	Date				
/s/ Brad Feld, Managing Director of Foundry Select Fund GP, LLC, the General Partner of Foundry Group Select Fund, L.P.	6/25/2015				
** Signature of Reporting Person	Date				
/s/ Brad Feld, Managing Director of Foundry Venture 2007, LLC	6/25/2015				
** Signature of Reporting Person	Date				
/s/ Brad Feld, Managing Director of Foundry Select Fund GP, LLC	6/25/2015				
** Signature of Reporting Person	Date				
/s/ Brad Feld	6/25/2015				
** Signature of Reporting Person	Date				
/s/ Seth Levine	6/25/2015				
** Signature of Reporting Person	Date				
/s/ Ryan McIntyre	6/25/2015				
** Signature of Reporting Person	Date				
/s/ Jason Mendelson	6/25/2015				
** 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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