

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

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				
Class B Common Stock	(1)	6/23/2015		C		9189722	(1)	(1)	Class A Common Stock	9189722	(1)	36758890	I	Venture Capital 2007, L.P. (2)
Class B Common Stock	(1)	6/23/2015		C		1355808	(1)	(1)	Class A Common Stock	1355808	(1)	5423232	I	By Foundry Group Select Fund, L.P. (3)

Explanation of Responses:

- 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.
- 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.
- 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			
	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		

MCINTYRE RYAN A 1050 WALNUT STREET, SUITE 210 BOULDER, CO 80302		X		
MENDELSON JASON A 1050 WALNUT STREET, SUITE 210 BOULDER, CO 80302		X		

Signatures

/s/ Brad Feld, Managing Director of Foundry Venture 2007, LLC, the General Partner of Foundry Venture Capital 2007, L.P.

6/25/2015

** 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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