

FITBIT INC
Reported by
FELD BRADLEY A

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

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 * Foundry Venture Capital 2007, L.P.	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) 1050 WALNUT STREET, SUITE 210	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) BOULDER, CO 80302	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
(City) (State) (Zip)		

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 B Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	25023084 (1)	(1)	I	By Foundry Venture Capital 2007, L.P. (3)
Series C Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	20925528 (1)	(1)	I	By Foundry Venture Capital 2007, L.P. (3)
Series D Convertible Preferred Stock	(1)	(1)	Class B Common Stock (2)	6779040 (1)	(1)	I	By Foundry Group Select Fund, L.P. (4)

Explanation of Responses:

(1) All series of 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(s) 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) 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 and 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.
- (4) The shares are held by Foundry Group Select Fund, L.P. The general partner of Foundry Group Select Fund, L.P. is Foundry Group Select Fund GP, LLC and has voting and dispositive power over these shares. Brad Feld, Seth Levine, Ryan McIntyre and Jason Mendelson are the managing members of Foundry Group Select Fund GP, LLC and share voting and dispositive power over these shares. Each of Foundry Group 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 Venture 2007, LLC 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 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, its General Partner

6/17/2015

** Signature of Reporting Person

Date

/s/ Brad Feld, Managing Director

6/17/2015

** Signature of Reporting Person

Date

/s/ Brad Feld, Managing Director of Foundry Select Fund GP, LLC, its General Partner

6/17/2015

** Signature of Reporting Person

Date

/s/ Brad Feld, Managing Director

** Signature of Reporting Person

6/17/2015

Date

/s/ Brad Feld

** Signature of Reporting Person

6/17/2015

Date

/s/ Seth Levine

** Signature of Reporting Person

6/17/2015

Date

/s/ Ryan McIntyre

** Signature of Reporting Person

6/17/2015

Date

/s/ Jason Mendelson

** Signature of Reporting Person

6/17/2015

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 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.