

**FITBIT INC**  
Reported by  
**FELD BRADLEY A**

**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  
Telephone 415-513-1000  
CIK 0001447599  
Symbol FIT

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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

## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Foundry Venture Capital 2007, L.P.</b>  (Last) (First) (Middle)  <b>1050 WALNUT STREET, SUITE 210</b>  (Street)  <b>BOULDER, CO 80302</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>FITBIT INC [ FIT ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/23/2015</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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 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			25023084	(1)	(1)	Class B Common Stock	25023084	\$0.00	0	I	See Footnote (3)
Class B Common Stock	(2)	6/23/2015		C			25023084	(2)	(2)	Class A Common Stock	25023084	\$0.00	25023084	I	See Footnote (3)
Series C Convertible Preferred Stock	(1)	6/23/2015		C			20925528	(1)	(1)	Class B Common Stock	20925528	\$0.00	0	I	See Footnote (3)
Class B Common Stock	(2)	6/23/2015		C			20925528	(2)	(2)	Class A Common Stock	20925528	\$0.00	45948612	I	See Footnote (3)
Series D Convertible Preferred Stock	(1)	6/23/2015		C			6779040	(1)	(1)	Class B Common Stock	6779040	\$0.00	0	I	See Footnote (4)
Class B Common Stock	(2)	6/23/2015		C			6779040	(2)	(2)	Class A Common Stock	6779040	\$0.00	6779040	I	See Footnote (4)

**Explanation of Responses:**

(1) The Convertible Preferred Stock automatically converted into Class B Common Stock on a one for one basis immediately prior to the completion of the Issuer's initial public offering and had 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. 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, 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.
- (4) 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

Foundry Venture Capital 2007, L.P., By: Foundry Venture 2007, LLC, Its: General Partner, Brad Feld,  
Managing Director

6/23/2015

\*\* Signature of Reporting Person

Date

Foundry Group Select Fund, L.P., By: Foundry Select Fund GP, LLC, Its: General Partner, Brad Feld,  
Managing Director

6/23/2015

\*\* Signature of Reporting Person

Date

Foundry Venture 2007, LLC, Brad Feld, Managing Director

6/23/2015

\*\* Signature of Reporting Person

Date

Foundry Select Fund GP, LLC, Brad Feld, Managing Director

6/23/2015

\*\* Signature of Reporting Person

Date

**/s/ Brad Feld**

---

**6/23/2015**

\*\* Signature of Reporting Person

Date

**/s/ Seth Levine**

---

**6/23/2015**

\*\* Signature of Reporting Person

Date

**/s/ Ryan McIntyre**

---

**6/23/2015**

\*\* Signature of Reporting Person

Date

**/s/ Jason Mendelson**

---

**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.