

**FITBIT INC**  
Reported by  
**BENIOFF MARC**

**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 *  <b>Benioff Marc</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>6/17/2015</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>FITBIT INC [FIT]</b>
(Last) (First) (Middle)  <b>THE LANDMARK @ ONE MARKET, SUITE 300</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <span style="margin-left: 150px;"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>	
(Street)  <b>SAN FRANCISCO, CA 94105</b>	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
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### 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			
<b>Series A Convertible Preferred Stock</b>	(1)	(1)	<b>Class B Common Stock (2)</b>	<b>2316960</b>	\$0 (1)	<b>D</b>	
<b>Series B Convertible Preferred Stock</b>	(1)	(1)	<b>Class B Common Stock (2)</b>	<b>2316960</b>	\$0 (1)	<b>D</b>	
<b>Class B Common Stock</b>	(2)	(2)	<b>Class A Common Stock</b>	<b>677904</b>	\$0 (2)	<b>D</b>	

**Explanation of Responses:**

(1) 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) (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. 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.

**Remarks:**

All shares are held of record by The Marc R. Benioff Revocable Trust U/A/D 12/3/2004.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Benioff Marc</b> <b>THE LANDMARK @ ONE MARKET</b> <b>SUITE 300</b> <b>SAN FRANCISCO, CA 94105</b>		<b>X</b>		

**Signatures**

/s/ Marc R. Benioff

6/17/2015

\*\* 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 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.