

**FITBIT INC**  
Reported by  
**FELICIS VENTURES GP II, LLC**

**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
SIC Code	3571 - Electronic Computers

## 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>Felicis Ventures II, L.P.</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>530 LYTTON AVENUE, SUITE 305</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>PALO ALTO, CA 94301</b>	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)
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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 B Convertible Preferred Stock</b>	(1)	(1)	<b>Class B Common Stock</b> (2)	<b>764280</b> (1)	(1)	<b>I</b>	<b>See Footnote</b> (3)
<b>Series C Convertible Preferred Stock</b>	(1)	(1)	<b>Class B Common Stock</b> (2)	<b>2989356</b> (1)	(1)	<b>I</b>	<b>See Footnote</b> (3)

**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) Each share of Class B Common Stock is convertible at any time at the option of the holder 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 Felicis Ventures II, L.P. The general partner of Felicis Ventures II, L.P. is Felicis Ventures GP II, LLC, which has voting and dispositive power over these shares. Aydin Senkut is the sole manager of Felicis Ventures GP II, LLC and has voting and dispositive power over these shares. Each of Felicis Ventures GP II, LLC and Mr. Senkut disclaim beneficial ownership of the shares except to the extent of their pecuniary interest therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Felicis Ventures II, L.P.</b> <b>530 LYTTON AVENUE, SUITE 305</b> <b>PALO ALTO, CA 94301</b>		<b>X</b>		
<b>Felicis Ventures GP II, LLC</b> <b>530 LYTTON AVENUE, SUITE 305</b> <b>PALO ALTO, CA 94301</b>		<b>X</b>		
<b>Senkut Aydin</b> <b>530 LYTTON AVENUE, SUITE 305</b> <b>PALO ALTO, CA 94301</b>		<b>X</b>		

**Signatures**

**Felicis Ventures II, L.P. By: Felicis Ventures GP II, LLC Its: General Partner Aydin Senkut, Manager**

**6/17/2015**

\*\* Signature of Reporting Person

Date

**Felicis Ventures GP II, LLC Aydin Senkut, Manager**

**6/17/2015**

\*\* Signature of Reporting Person

Date

**Aydin Senkut**

**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.

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