

FORM 4

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

OMB APPROVAL
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[] 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

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
FRIEDMAN ERIC N.		FITBIT INC [FIT]		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CTO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O FITBIT INC., 199 FREMONT STREET, 14TH FLOOR		5/4/2018			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN FRANCISCO, CA 94105				<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 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				
Restricted Stock Units	\$0 (1)	5/4/2018		A		49400		(2)	(2)	Class A Common Stock	49400	\$0	49400	D	
Performance Stock Units	\$0 (3)	5/4/2018		A		106157		(4)	(4)	Class A Common Stock	106157	\$0	106157	D	
Performance Stock Units	\$0 (3)	5/4/2018		A		156494		(5)	(5)	Class A Common Stock	156494	\$0	156494	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive 1 share of the Issuer's Class A common stock upon settlement for no consideration.
- 1/12 of the RSUs will vest on June 15, 2018, and the remainder will vest on each quarterly anniversary thereafter in equal installments, until such time as the RSUs are 100% vested, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's Class A common stock will be delivered to the Reporting Person upon vesting.
- Each performance stock unit ("PSU") represents a contingent right to receive 1 share of the Issuer's Class A common stock upon settlement for no consideration.
- The PSUs are subject to (i) service-based vesting over 3 years with 1/12 vesting on each quarterly anniversary of the date of grant, and (ii) on each such vesting date, the achievement of a performance-based vesting requirement based on a stock price hurdle equal to or greater than \$8 as determined under set guidelines. Any portion of the PSUs that do not vest on an applicable vesting date will again be eligible to vest on the next scheduled vesting date, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's Class A common stock will be delivered to the Reporting Person upon vesting. Any portion of the PSUs that is unvested following the last vesting date will be immediately forfeited.
- The PSUs are subject to (i) service-based vesting over 3 years with 1/12 vesting on each quarterly anniversary of the date of grant, and (ii) on each such vesting date, the achievement of a performance-based vesting requirement based on a stock price hurdle equal to or greater than \$10 as determined under set guidelines. Any portion of the PSUs that do not vest on an applicable vesting date will again be eligible to vest on the next scheduled vesting date, subject to the continuing employment of the Reporting Person on each vesting date. Shares of the Issuer's Class A common stock will be delivered to the Reporting Person upon vesting. Any portion of the PSUs that is unvested following the last vesting date will be immediately forfeited.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIEDMAN ERIC N. C/O FITBIT INC. 199 FREMONT STREET, 14TH FLOOR SAN FRANCISCO, CA 94105	X	X	CTO	

Signatures

/s/ Juliana Chen, attorney-in-fact

5/8/2018

**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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