

FORM 4

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

OMB APPROVAL
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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 * Devine Jeffrey P (Last) (First) (Middle) C/O FITBIT, 199 FREMONT STREET, 14TH FLOOR (Street) SAN FRANCISCO, CA 94105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol FITBIT, INC. [FIT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP of Operations
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/15/2020</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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			
Class A Common Stock	3/15/2020		M		10312	A	\$0 (1)	159848	D	
Class A Common Stock	3/15/2020		M		3333	A	\$0 (1)	163181	D	
Class A Common Stock	3/15/2020		M		8334	A	\$0 (1)	171515	D	
Class A Common Stock	3/15/2020		M		10417	A	\$0 (1)	181932	D	
Class A Common Stock	3/15/2020		F		10737	D	\$6.39	171195	D	
Class A Common Stock	3/16/2020		S(2)		140000	D	\$6.1737 (3)	31195	D	

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)	3/15/2020		M		10312		(4)	(4)	Class A Common Stock	10312	\$0	0	D	
Restricted Stock Units	\$0 (1)	3/15/2020		M		3333		(5)	(5)	Class A Common Stock	3333	\$0	0	D	
Restricted Stock Units	\$0 (1)	3/15/2020		M		8334		(6)	(6)	Class A Common Stock	8334	\$0	33333	D	
Restricted Stock Units	\$0 (1)	3/15/2020		M		10417		(7)	(7)	Class A Common Stock	10417	\$0	83333	D	

Explanation of Responses:

- (1) 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.
- (2) This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.91 to \$6.30 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) 1/3rd of the RSUs vested on March 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 service 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.
- (5) 1/12th of the total number of RSUs granted vested on June 15, 2017 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.

- (6) 1/12th of the RSUs vested 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.
- (7) 1/12th of the RSUs vested on June 15, 2019, 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Devine Jeffrey P C/O FITBIT 199 FREMONT STREET, 14TH FLOOR SAN FRANCISCO, CA 94105			EVP of Operations	

Signatures

/s/ Andy Missan, attorney-in-fact

3/17/2020

**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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