

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
PARK JAMES		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) PRESIDENT, CEO, COB	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O FITBIT, 199 FREMONT STREET, 14TH FLOOR		3/15/2019			
(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			
Class A Common Stock	3/15/2019		M		7662	A	\$0	134868	D	
Class A Common Stock	3/15/2019		M		16666	A	\$0	151534	D	
Class A Common Stock	3/15/2019		M		8742	A	\$0	160276	D	
Class A Common Stock	3/15/2019		F		16398	D	\$5.87	143878	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)	3/15/2019		M		7662		(2)	(2)	Class A Common Stock	7662	\$0	30650	D	
Restricted Stock Units	\$0 (1)	3/15/2019		M		16666		(3)	(3)	Class A Common Stock	16666	\$0	66667	D	
Restricted Stock Units	\$0 (1)	3/15/2019		M		8742		(3)	(3)	Class A Common Stock	8742	\$0	69933	D	
Restricted Stock Units	\$0 (1)	3/15/2019		A		104800		(4)	(4)	Class A Common Stock	104800	\$0	104800	D	
Performance Stock Units	\$0 (5)	3/15/2019		A		163665		(6)	(6)	Class A Common Stock	163665	\$0	163665	D	
Performance Stock Units	\$0 (5)	3/15/2019		A		206224		(7)	(7)	Class A Common Stock	206224	\$0	206224	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.
- 1/4th of the total number of RSUs vested on March 15, 2017, and thereafter shall vest as to 1/16th of the total number of RSUs in equal quarterly 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.
- 1/12th of the total number of RSUs granted vested on August 4, 2017. An additional 1/12th of the total number of RSUs granted vested and shall continue to vest in equal quarterly installments beginning on September 15, 2017, 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.
- 1/12 of the RSUs will vest 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.

- (5) 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.
- (6) 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.
- (7) 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
PARK JAMES C/O FITBIT 199 FREMONT STREET, 14TH FLOOR SAN FRANCISCO, CA 94105	X	X	PRESIDENT, CEO, COB	

Signatures

/s/ Juliana Chen, attorney-in-fact

3/19/2019

**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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