

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)	
ZERELLA WILLIAM		FITBIT INC [FIT]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O FITBIT, INC., 199 FREMONT STREET, 14TH FLOOR		6/15/2018			
(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			
Class A Common Stock	6/15/2018		M		2413	A	\$0	44224	D	
Class A Common Stock	6/15/2018		M		8334	A	\$0	52558	D	
Class A Common Stock	6/15/2018		F		3717	D	\$7.42	48841	D	
Class A Common Stock	6/16/2018		M		15833	A	\$0	64674	D	
Class A Common Stock								43605	I	By Family Trust

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)	6/15/2018		M		2413		(2)	(2)	Class A Common Stock	2413	\$0	16887	D	
Restricted Stock Units	\$0 (1)	6/15/2018		M		8334		(3)	(3)	Class A Common Stock	8334	\$0	58333	D	
Restricted Stock Units	\$0 (1)	6/16/2018		A		15833 (4)		(5)	(5)	Class A Common Stock	15833	\$0	15833	D	
Restricted Stock Units	\$0 (1)	6/16/2018		M		15833		(5)	(5)	Class A Common Stock	15833	\$0	0	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 or 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.
- These RSUs were granted pursuant to a consulting agreement entered into by and between the Issuer and the Reporting Person effective as of June 16, 2018.
- The RSUs were fully vested upon grant. Shares of the Issuer's Class A common stock will be delivered to the Reporting Person following vesting.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZERELLA WILLIAM C/O FITBIT, INC. 199 FREMONT STREET, 14TH FLOOR SAN FRANCISCO, CA 94105			CFO	

Signatures

/s/ Juliana Chen, attorney-in-fact

6/19/2018

**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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