

# FORM 4

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

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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)		
<b>PARK JAMES</b>			<b>FITBIT, INC. [ FIT ]</b>			<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) <b>PRESIDENT, CEO, COB</b>		
(Last)                      (First)                      (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O FITBIT, 199 FREMONT STREET, 14TH FLOOR</b>			<b>5/12/2020</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SAN FRANCISCO, CA 94105</b>						<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	5/12/2020		S(1)		44310	D	\$6.5981 (2)	0	D	
Class A Common Stock	5/12/2020		C		628433	A	\$0	628433	I	By revocable trust
Class A Common Stock	5/12/2020		S(1)		628433	D	\$6.5996 (3)	0	I	By revocable trust
Class A Common Stock	5/13/2020		C		524183	A	\$0	524183	I	By revocable trust
Class A Common Stock	5/13/2020		S(1)		524183	D	\$6.5313 (4)	0	I	By revocable 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				
Class B Common Stock	(5)	5/8/2020		G	V	322471		(5)	(5)	Class A Common Stock	322471	\$0	577529	I	By grantor retained annuity trust 3
Class B Common Stock	(5)	5/8/2020		G	V	322471		(5)	(5)	Class A Common Stock	322471	\$0	14644605	I	By revocable trust
Class B Common Stock	(5)	5/12/2020		C		628433		(5)	(5)	Class A Common Stock	628433	\$0	14016172	I	By revocable trust
Class B Common Stock	(5)	5/13/2020		C		524183		(5)	(5)	Class A Common Stock	524183	\$0	13491989	I	By revocable trust

### Explanation of Responses:

- This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.58 to \$6.65 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.58 to \$6.64 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) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.50 to \$6.59 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.
- (5) Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>PARK JAMES C/O FITBIT 199 FREMONT STREET, 14TH FLOOR SAN FRANCISCO, CA 94105</b>	<b>X</b>	<b>X</b>	<b>PRESIDENT, CEO, COB</b>	

#### Signatures

/s/ Andy Missan, attorney-in-fact

5/14/2020

\*\*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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