

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>FRIEDMAN ERIC N.</b>  (Last) (First) (Middle)  <b>C/O FITBIT INC., 199 FREMONT STREET, 14TH FLOOR</b>  (Street)  <b>SAN FRANCISCO, CA 94105</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>FITBIT INC [ FIT ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>CTO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/1/2018</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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		4113	A	\$0	24582	D	
Class A Common Stock	6/15/2018		M		4117	A	\$0	28699	D	
Class A Common Stock	6/15/2018		F		2847	D	\$7.42	25852	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				
Class B Common Stock	(U)	6/1/2018		G	V	91653		(U)	(U)	Class A Common Stock	91653	(U)	1291653	I	By GRAT 1
Class B Common Stock	(U)	6/1/2018		G	V	91653		(U)	(U)	Class A Common Stock	91653	(U)	91653	I	By GRAT 7
Class B Common Stock	(U)	6/1/2018		G	V	91653		(U)	(U)	Class A Common Stock	91653	(U)	1200000	I	By GRAT 1
Class B Common Stock	(U)	6/1/2018		G	V	91653		(U)	(U)	Class A Common Stock	91653	(U)	91653	I	By GRAT 8
Class B Common Stock	(U)	6/1/2018		G	V	46859		(U)	(U)	Class A Common Stock	46859	(U)	46859	I	By GRAT 4
Class B Common Stock	(U)	6/1/2018		G	V	46859		(U)	(U)	Class A Common Stock	46859	(U)	138512	I	By GRAT 7
Class B Common Stock	(U)	6/1/2018		G	V	46859		(U)	(U)	Class A Common Stock	46859	(U)	0	I	By GRAT 4
Class B Common Stock	(U)	6/1/2018		G	V	46859		(U)	(U)	Class A Common Stock	46859	(U)	138512	I	By GRAT 8
Class B Common Stock	(U)	6/1/2018		G	V	273218		(U)	(U)	Class A Common Stock	273218	(U)	788271	I	By GRAT 5
Class B Common Stock	(U)	6/1/2018		G	V	273218		(U)	(U)	Class A Common Stock	273218	(U)	411730	I	By GRAT 7
Class B Common Stock	(U)	6/1/2018		G	V	273217		(U)	(U)	Class A Common Stock	273217	(U)	515054	I	By GRAT 5

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivative 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	(1)	6/1/2018		G	V	273217		(1)	(1)	Class A Common Stock	273217	(1)	411729	I	By GRAT 8
Class B Common Stock	(1)	6/1/2018		G	V		248639	(1)	(1)	Class A Common Stock	248639	(1)	812848	I	By GRAT 6
Class B Common Stock	(1)	6/1/2018		G	V	248639		(1)	(1)	Class A Common Stock	248639	(1)	660369	I	By GRAT 7
Class B Common Stock	(1)	6/1/2018		G	V		248639	(1)	(1)	Class A Common Stock	248639	(1)	564209	I	By GRAT 6
Class B Common Stock	(1)	6/1/2018		G	V	248639		(1)	(1)	Class A Common Stock	248639	(1)	660368	I	By GRAT 8
Restricted Stock Units	\$0 (2)	6/15/2018		M			4113	(3)	(3)	Class A Common Stock	4113	\$0	28787	D	
Restricted Stock Units	\$0 (2)	6/15/2018		M			4117	(4)	(4)	Class A Common Stock	4117	\$0	45283	D	
Class B Common Stock	(1)							(1)	(1)	Class A Common Stock	12878085		12878085	D	

**Explanation of Responses:**

- (1) 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.
- (2) 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.
- (3) 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.
- (4) 1/12 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.

**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**

**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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