

# 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)	
MISSAN ANDY		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) <b>EVP, General Counsel, Sect.</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O FITBIT, INC., 199 FREMONT STREET, 14TH FLOOR		2/24/2020			
(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	2/24/2020		C		36000	A	\$0	223779	D	
Class A Common Stock	2/24/2020		S(1)		115140	D	\$6.4097 (2)	108639	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				
Employee Stock Option (Right to Buy)	\$ .2767	2/24/2020		M		36000		(3)	3/27/2023	Class B Common Stock	36000	\$0	109175	D	
Class B Common Stock	(4)	2/24/2020		M		36000		(4)	(4)	Class A Common Stock	36000	\$0	36000	D	
Class B Common Stock	(4)	2/24/2020		C		36000		(4)	(4)	Class A Common Stock	36000	\$0	0	D	
Restricted Stock Unit	(5)	2/24/2020		A		146200		(6)	(6)	Class A Common Stock	146200	\$0	146200	D	

### Explanation of Responses:

- The transactions reported on this Form 4 were 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 \$6.37 to \$6.45 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 option vested as to 1/4th of the total number of shares on March 26, 2014, and thereafter vested as to 1/48th of the total number of shares in equal monthly installments.
- 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.
- 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.
- 1/12th of the RSUs will vest on June 15, 2020, and the remainder will vest quarterly 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
<b>MISSAN ANDY</b> <b>C/O FITBIT, INC.</b> <b>199 FREMONT STREET, 14TH FLOOR</b> <b>SAN FRANCISCO, CA 94105</b>			<b>EVP, General Counsel, Sect.</b>	

**Signatures**/s/ **Andy Missan**2/26/2020\*\*  
—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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