

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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>MURRAY STEVEN JOSEPH</b>  (Last) (First) (Middle)  <b>C/O SOFTBANK CAPITAL,, 38 GLEN AVENUE</b>  (Street)  <b>NEWTON, MA 02459</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 checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>5/24/2018</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 (1)	5/25/2018		M (1)		30890 (1)	A (1)	\$0.00 (1)	42332	D	
Class A Common Stock								2000000	I	By Softbank Princeville Investments, LP (2)

**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 Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units (3)	\$0.00 (3)	5/24/2018		A		34238		(4)	(4)	Class A Common Stock	34238	\$0.00	34238	D	
Restricted Stock Units (3)	\$0.00 (3)	5/25/2018		M		30890		(5)	(5)	Class A Common Stock	30890	\$0.00	0	D	

**Explanation of Responses:**

- (1) Represents the vesting of restricted stock units ("RSUs") granted on May 25, 2017 that fully vested on May 25, 2018.
- (2) These shares are owned by Softbank Princeville Investments, L.P. ("Princeville"). The Reporting Person, a director of the Issuer, is a managing member of SB PV GP LLC, which is the general partner of SB PV GP, L.P., the general partner of Princeville and, as such may be deemed to share voting and dispositive power over the shares held by Princeville. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interests therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) This security represents RSUs. Each RSU represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon settlement for no consideration.
- (4) The RSUs shall fully vest on the earlier of (i) the date of the 2019 annual meeting of stockholders (if the Reporting Person does not stand for re-election or is not re-elected at such meeting but provides continuous service to the Board until the date of such meeting) or (ii) May 24, 2019.
- (5) The RSUs fully vested on May 25, 2018.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MURRAY STEVEN JOSEPH</b>				

C/O SOFTBANK CAPITAL, 38 GLEN AVENUE NEWTON, MA 02459	X			
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**Signatures**

/s/Steven J. Murray

5/29/2018

\*\*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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