

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

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)	
FRIEDMAN ERIC N.		FITBIT, INC. [FIT]		<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) CTO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O FITBIT INC., 199 FREMONT STREET, 14TH FLOOR		9/15/2020			
(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	9/15/2020		M		4117	A	\$0 (L)	92424	D	
Class A Common Stock	9/15/2020		M		4125	A	\$0 (L)	96549	D	
Class A Common Stock	9/15/2020		M		17400	A	\$0 (L)	113949	D	
Class A Common Stock	9/15/2020		F		8868	D	\$6.37	105081	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	(2)	8/11/2020		G	V		599400	(2)	(2)	Class A Common Stock	599400	\$0	599400	I	By GRAT 1
Class B Common Stock	(2)	8/11/2020		G	V	599400		(2)	(2)	Class A Common Stock	599400	\$0	1449390	I	By GRAT 9
Class B Common Stock	(2)	8/11/2020		G	V		599400	(2)	(2)	Class A Common Stock	599400	\$0	0	I	By GRAT 1
Class B Common Stock	(2)	8/11/2020		G	V	599400		(2)	(2)	Class A Common Stock	599400	\$0	1449388	I	By GRAT 10
Class B Common Stock	(2)	8/11/2020		G	V		288298	(2)	(2)	Class A Common Stock	288298	\$0	1161092	I	By GRAT 9
Class B Common Stock	(2)	8/11/2020		G	V	288298		(2)	(2)	Class A Common Stock	288298	\$0	288298	I	By GRAT 11
Class B Common Stock	(2)	8/11/2020		G	V		262346	(2)	(2)	Class A Common Stock	262346	\$0	1187042	I	By GRAT 10
Class B Common Stock	(2)	8/11/2020		G	V	262346		(2)	(2)	Class A Common Stock	262346	\$0	550644	I	By GRAT 11
Class B Common Stock	(2)	8/11/2020		G	V		257527	(2)	(2)	Class A Common Stock	257527	\$0	66474	I	By GRAT 7
Class B Common Stock	(2)	8/11/2020		G	V	257527		(2)	(2)	Class A Common Stock	257527	\$0	1418619	I	By GRAT 9
Class B Common Stock	(2)	8/11/2020		G	V		66474	(2)	(2)	Class A Common Stock	66474	\$0	0	I	By GRAT 7

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	(2)	8/11/2020		G	V	66474		(2)	(2)	Class A Common Stock	66474	\$0	617118	I	By GRAT 11
Class B Common Stock	(2)	8/11/2020		G	V		257527	(2)	(2)	Class A Common Stock	257527	\$0	119694	I	By GRAT 8
Class B Common Stock	(2)	8/11/2020		G	V	257527		(2)	(2)	Class A Common Stock	257527	\$0	1444569	I	By GRAT 10
Class B Common Stock	(2)	8/11/2020		G	V		119694	(2)	(2)	Class A Common Stock	119694	\$0	0	I	By GRAT 8
Class B Common Stock	(2)	8/11/2020		G	V	119694		(2)	(2)	Class A Common Stock	119694	\$0	736812	I	By GRAT 11
Restricted Stock Units	\$0 (1)	9/15/2020		M			4117	(3)	(3)	Class A Common Stock	4117	\$0	8233	D	
Restricted Stock Units	\$0 (1)	9/15/2020		M			4125	(4)	(4)	Class A Common Stock	4125	\$0	24750	D	
Restricted Stock Units	\$0 (1)	9/15/2020		M			17400	(5)	(5)	Class A Common Stock	17400	\$0	34800	D	
Class B Common Stock	(2)							(2)	(2)	Class A Common Stock	9878085		9878085	D	

Explanation of Responses:

- (1) 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.
- (2) 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.
- (3) 1/12th 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.
- (4) 1/12th of the RSUs vested on June 15, 2019, 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.
- (5) 1/4 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
FRIEDMAN ERIC N. C/O FITBIT INC. 199 FREMONT STREET, 14TH FLOOR SAN FRANCISCO, CA 94105	X	X	CTO	

Signatures

/s/ Andy Missan, attorney-in-fact

9/16/2020

**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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.