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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

FITBIT, INC.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

33812L102

(CUSIP Number of Class of Securities)

Alec N. Litowitz

Magnetar Capital LLC

1603 Orrington Ave.

Evanston, Illinois 60201

(847) 905-4400

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

March 20, 2020

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a Statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSON:
Magnetar Financial LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER
11,720,695

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
11,720,695

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,720,695

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.97%

14. TYPE OF REPORTING PERSON
IA; OO

1. NAME OF REPORTING PERSON:
Magnetar Capital Partners LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
0

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.97%

14. TYPE OF REPORTING PERSON
HC; OO

1. NAME OF REPORTING PERSON:
Supernova Management LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER
11,720,695

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
11,720,695

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,720,695

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.97%

14. TYPE OF REPORTING PERSON
HC; OO

1. NAME OF REPORTING PERSON:
Alec N. Litowitz

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

7. SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER
11,720,695

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
11,720,695

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,720,695

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.97%

14. TYPE OF REPORTING PERSON
HC; IN

SCHEDULE 13D

This Amendment No. 1 (the "Amendment") relates to the Statement of Beneficial Ownership on Schedule 13D filed jointly by Magnetar Financial LLC, a Delaware limited liability company ("Magnetar Financial"), Magnetar Capital Partners LP, a Delaware limited partnership ("Magnetar Capital Partners"), Supernova Management LLC, a Delaware limited liability company ("Supernova Management"), and Alec N. Litowitz ("Mr. Litowitz") (collectively, the "Reporting Persons") with the SEC on November 14, 2019, (as amended by this Amendment, the "Schedule 13D").

Except as set forth below, all Items of the Schedule 13D remain unchanged. All capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The aggregate amount of funds used by the Reporting Persons in purchasing the 165,568 Shares reported herein on behalf of the PRA Master Fund and Systematic Master Fund have come directly from the assets of the PRA Master Fund and Systematic Master Fund, which may at any given time, have included margin loans made by brokerage firms in the ordinary course of business. The aggregate amount of funds used by the Reporting Persons in purchasing the Shares on behalf of the two aforementioned funds was \$1,071,243.

ITEM 4. PURPOSE OF TRANSACTION

The Reporting Persons acquired the 165,568 Shares reported herein on behalf of the PRA Master Fund and Systematic Master Fund after the public announcement of the Merger Agreement for purposes of receiving the merger consideration described below upon consummation of the Merger.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The Company reported in their Form 10-K filed on February 27, 2020 that 235,956,941 Shares were issued and outstanding as of February 14, 2020.

(a) As of March 20, 2020, each of the Reporting Persons may have been deemed to have beneficial ownership of 11,720,695 Shares, which consisted of (i) 244,114 Shares held for the benefit of Magnetar Capital Master Fund, (ii) 5,863,599 Shares held for the benefit of PRA Master Fund, (iii) 3,682,809 Shares held for the benefit of Constellation Fund; (iv) 532,222 Shares held for the benefit of Systematic Master Fund, and (v) 1,397,951 Shares held for the benefit of the ICAV, and all such Shares represented beneficial ownership of approximately 4.97% of the Shares.

(b) As of March 20, 2020, each of the Reporting Persons may have been deemed to share the power to vote and direct the disposition of 11,720,695 Shares, which consisted of (i) 244,114 Shares held for the benefit of Magnetar Capital Master Fund, (ii) 5,863,599 Shares held for the benefit of PRA Master Fund, (iii) 3,682,809 Shares held for the benefit of Constellation Fund; (iv) 532,222 Shares held for the benefit of Systematic Master Fund, and (v) 1,397,951 Shares

held for the benefit of the ICAV, and all such Shares represented beneficial ownership of approximately 4.97% of the Shares.

(c) Except as set forth on Schedule A attached hereto, the Funds had no transactions in the Shares during the 60 days preceding the date of filing of this Statement. All of the transactions set forth on Schedule A attached hereto were effected in the ordinary course of business of Magnetar Financial for the accounts of each of the Funds. The transactions in the Shares set forth on Schedule A were effected in open market transactions on New York Stock Exchange and various other trading markets.

(e) Each of the Reporting Persons ceased to have beneficial ownership of greater than 5% of the Shares on March 20, 2020.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 23, 2020

MAGNETAR FINANCIAL LLC

By: Magnetar Capital Partners LP, its Sole Member

By: /s/ Alec N. Litowitz
Name: Alec N. Litowitz
Title: Manager of Supernova Management LLC, the General
Partner of Magnetar Capital Partners LP

MAGNETAR CAPITAL PARTNERS LP

By: /s/ Alec N. Litowitz
Name: Alec N. Litowitz
Title: Manager of Supernova Management LLC, the General
Partner of Magnetar Capital Partners LP

SUPERNOVA MANAGEMENT LLC

By: /s/ Alec N. Litowitz
Name: Alec N. Litowitz
Title: Manager

/s/ Alec N. Litowitz
Alec N. Litowitz

SCHEDULE A

Funds

Date	Number of Shares Bought	Price Per Share(\$)(1)(2)
02/03/2020	27,934	6.56126(3)
03/02/2020	137,634	6.44729(4)

(1) Excludes commissions and other execution-related costs.

(2) Upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares bought or sold (as the case may be) at each separate price will be provided.

(3) Reflects a weighted average purchase price of \$6.56126 per share, at prices ranging from \$6.525 to \$6.60 per share.

(4) Reflects a weighted average purchase price of \$6.44729 per share, at prices ranging from \$6.39 to \$6.495 per share.

Funds

Date	Number of Shares (Sold)	Price Per Share(\$)(1)(2)
01/27/2020	(55,367)	6.69234(3)
01/28/2020	(20,494)	6.67443(4)
01/29/2020	(20,288)	6.60568(5)
01/30/2020	(20,596)	6.57604(6)
01/31/2020	(11,921)	6.57013(7)
02/24/2020	(70,449)	6.41654(8)
02/25/2020	(70,449)	6.46594(9)
02/26/2020	(69,745)	6.45056(10)
02/27/2020	(70,076)	6.37799(11)
02/28/2020	(71,527)	6.27687(12)
03/19/2020	(92,286)	6.09490(13)
03/20/2020	(91668)	6.13128(14)

(1) Excludes commissions and other execution-related costs.

(2) Upon request by the staff of the Securities and Exchange Commission, full information regarding the number of shares sold at each separate price will be provided.

(3) Reflects a weighted average sale price of \$6.69234 per share, at prices ranging from \$6.61 to \$6.725 per share.

(4) Reflects a weighted average sale price of \$6.67443 per share, at prices ranging from \$6.629 to \$6.72 per share.

(5) Reflects a weighted average sale price of \$6.60568 per share, at prices ranging from \$6.57 to \$6.65 per share.

(6) Reflects a weighted average sale price of \$6.57604 per share, at prices ranging from \$6.56 to \$6.605 per share.

(7) Reflects a weighted average sale price of \$6.57013 per share, at prices ranging from \$6.51 to \$6.59 per share.

(8) Reflects a weighted average sale price of \$6.41654 per share, at prices ranging from \$6.375 to \$6.45 per share.

(9) Reflects a weighted average sale price of \$6.46594 per share, at prices ranging from \$6.44 to \$6.48 per share.

(10) Reflects a weighted average sale price of \$6.45056 per share, at prices ranging from \$6.42 to \$6.50 per share.

(11) Reflects a weighted average sale price of \$6.37799 per share, at prices ranging from \$6.35 to \$6.44 per share.

(12) Reflects a weighted average sale price of \$6.27687 per share, at prices ranging from \$6.22 to \$6.34 per share.

(13) Reflects a weighted average sale price of \$6.09490 per share, at prices ranging from \$5.87 to \$6.34 per share.

(14) Reflects a weighted average sale price of \$6.13128 per share, at prices ranging from \$6.030 to \$6.24 per share.