

FORM 4

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

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) | |
| Devine Jeffrey P | | 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) EVP of Operations | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| C/O FITBIT, 199 FREMONT STREET, 14TH FLOOR | | 6/15/2020 | | | |
| (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 | 6/15/2020 | | M | | 8333 | A | \$0 (1) | 39528 | D | |
| Class A Common Stock | 6/15/2020 | | M | | 10416 | A | \$0 (1) | 49944 | D | |
| Class A Common Stock | 6/15/2020 | | M | | 9750 | A | \$0 (1) | 59694 | D | |
| Class A Common Stock | 6/15/2020 | | F | | 9121 | D | \$6.11 | 50573 | 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 | | | | |
| Restricted Stock Units | \$0 (1) | 6/15/2020 | | M | | 8333 | | (2) | (2) | Class A Common Stock | 8333 | \$0 | 25000 | D | |
| Restricted Stock Units | \$0 (1) | 6/15/2020 | | M | | 10416 | | (3) | (3) | Class A Common Stock | 10416 | \$0 | 72917 | D | |
| Restricted Stock Units | \$0 (1) | 6/15/2020 | | M | | 9750 | | (4) | (4) | Class A Common Stock | 9750 | \$0 | 107250 | D | |

Explanation of Responses:

- 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 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.
- 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.
- 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 |
| Devine Jeffrey P | | | | |

| | | | | |
|--|--|--|--------------------------|--|
| C/O FITBIT 199 FREMONT STREET, 14TH FLOOR SAN FRANCISCO, CA 94105 | | | EVP of Operations | |
|--|--|--|--------------------------|--|

Signatures

/s/ Andy Missan, attorney-in-fact

6/16/2020

**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.