

[] 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

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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	2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
CALLAGHAN JON]	FITBIT INC [FIT]									,		100/ 0			
(Last)	(Last) (First) (Middle)				3	3. Date of Earliest Transaction (MM/DD/YYYY)								X _ Director	X _ Director10% OwnerOfficer (give title below)Other (specify below)					
575 HIGH STREET, SUITE 400						5/5/2017								(8		, <u> </u>	(op -	,	,	
(Street)					4	4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)							
PALO ALTO	O, CA 94		ip)											_ X _ Form filed by			g Person			
			Tabl	le I - N	lon-D	erivat	tive S	ecurities	s Ac	quired, 1	Dispos	sed o	f, or Bo	eneficially Owne	ed					
1.Title of Security (Instr. 3)			2	2. Trans. Date		2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquired Disposed of (D) (Instr. 3, 4 and 5)			` 1	(Instr. 3 and 4) Form		Ownership Form:	Benef	ect ficial		
								Code	v	Amount	(A) or (D) Price		rice				Direct (D) or Indirect (I) (Instr. 4)			
Class A Common Stock 5/5/2017				17			s (1)		15000	D	\$6.15	507 (2)	1571702			I	See fo	ootnote		
Class A Common Stock													192	291		I	By Tr Ventu Mana L.L.C	ıre igement,		
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	Execu	3A. Deemed Execution Date, if any			Deriva Acquir Dispos	Jumber of ivative Securities quired (A) or posed of (D) tr. 3, 4 and 5)		6. Date Exercisab Expiration Date		S	Securities	Underlying Security	Derivative Security	Securities Beneficially Owned	Owners Form o Derivat Securit	ship of f Be ive Or y: (In	Nature Indirect eneficial wnership nstr. 4)	
						e V (A		.) (D)		Date Expiration Exercisable Date		tion T	Γitle	Amount or Number of Shares	Number of T		Direct or India (s) (I) (Ins 4)	ect		
Class B Common Stock	<u>(5)</u>									(5)	<u>(5</u>)	Class A Commo Stock			4437109	I	v	y True entures , L.P.	

Explanation of Responses:

- (1) The sales reported were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$6.0300 to \$6.2400, 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 request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Shares held directly by a family trust controlled by Jon Callaghan.
- (4) Shares are held directly by True Venture Management, L.L.C., which is controlled by Jon Callaghan and Philip D. Black.
- (5) 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.
- (6) Shares held of record by True Ventures II, L.P., or TV II, a Delaware limited partnership, for itself and as nominee for True Ventures II-A, L.P., or TV II-A, a Delaware limited partnership. True Venture Partners II, L.L.C., or TVP II, a Delaware limited liability company, is the general partner of each of TV II and TV II-A. Jon Callaghan, a member of the Issuer's Board of Directors, and Philip Black are the managing members of TVP II and, therefore, may be deemed to share voting and dispositive power over the shares held by TV II and TV II-A.

Remarks:

The Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's pecuniary interest in such securities).

Reporting Owners

Reporting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
CALLAGHAN JON										
575 HIGH STREET, SUITE 400	X									
PALO ALTO, CA 94301										

Signatures

/s/ James G. Stewart, attorney-in-fact, for Jon Callaghan

**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.