

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

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of report (Date of earliest event reported): March 14, 2018

Fitbit, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

001- 37444

20-8920744

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

199 Fremont Street, 14th Floor
San Francisco, California

94105

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (415) 513-1000

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 14, 2018, Fitbit, Inc. (the “Company”) announced the election of Matthew Bromberg to serve as a new member of the Company’s Board of Directors (the “Board”), effective immediately. Mr. Bromberg will serve until the earliest to occur of the Company’s 2018 annual meeting of stockholders and until his successor is elected and qualified, or until his death, resignation or removal. Concurrently with his election to the Board, Mr. Bromberg was elected as a member of the Company’s Compensation Committee.

In connection with his election as non-employee director to the Board, Mr. Bromberg will receive a pro rata portion of the \$50,000 annual retainer for service as a director for the remaining portion of the year until the date of the Company’s first annual meeting of stockholders following his appointment. Mr. Bromberg will also receive a pro rata portion of the \$7,500 annual retainer for his service as a member of the Company’s Compensation Committee for the remaining portion of the year until the date of the Company’s first annual meeting of stockholders following his appointment. Also on March 14, 2018, Mr. Bromberg was granted an initial award of 6,410 restricted stock units (“RSUs”). These RSUs will fully vest on the date of the Company’s first annual meeting of stockholders following the grant and are subject to accelerated vesting in certain circumstances.

In addition, it is expected that Mr. Bromberg will enter into the Company’s standard form of indemnification agreement. The form of indemnification agreement was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (No. 333-203941), as filed with the Securities and Exchange Commission on May 7, 2015 and incorporated by reference herein.

There are no arrangements or understandings between Mr. Bromberg and any other persons pursuant to which Mr. Bromberg was selected as a member of the Board. There are also no family relationships between Mr. Bromberg and any director or executive officer of the Company, nor does Mr. Bromberg have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A copy of the press release announcing these events is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Title or Description
99.1	Press release of Fitbit, Inc., dated March 15, 2018

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FITBIT, INC.

Date: March 15, 2018

By: /s/ Andy Missan

Name: Andy Missan

Title: Executive Vice President, General Counsel, and Secretary

Exhibit Index

Exhibit Number

[99.1](#)

Exhibit Title or Description

[Press release of Fitbit, Inc., dated March 15, 2018](#)



Matthew Bromberg Joins Fitbit, Inc.'s Board of Directors

Zynga COO brings significant gaming and paid digital platform expertise to Fitbit, supporting company's focus on delivering engaging consumer experiences that drive positive behavior change and non-device revenue

SAN FRANCISCO, CA - March 15, 2018 - Fitbit, Inc. (NYSE: FIT) today announced that gaming and entertainment industry executive Matthew Bromberg has joined the Fitbit, Inc. board of directors. Bromberg is currently the chief operating officer of Zynga (NASDAQ: ZNGA), a leading mobile social game developer, and brings to Fitbit extensive operating experience in gaming, consumer entertainment and digital platforms.

“At Fitbit, we are focused on encouraging lasting behavior change that can lead to positive health outcomes, and have seen firsthand how making health and fitness fun through gamification leads to great results,” said James Park, co-founder and CEO of Fitbit. “Matt’s track record of building beloved brands across platforms and developing new revenue models for the gaming industry will be a tremendous asset for our team as we continue our focus on delivering smart, engaging software experiences and look to expand our paid service offerings to millions of users around the globe.”

As COO of Zynga, Bromberg is responsible for the worldwide operations of the company’s game studios in addition to leading its technology, data science, analytics and design organizations. Prior to joining Zynga, Bromberg served as Senior Vice President of Strategy and Operations for mobile gaming at Electronic Arts Inc., where he ran the group’s technology, production, strategic planning and business operations. While at EA, he helped introduce new revenue models for the gaming industry, including mobile games micro transactions and new service revenue models. Before that, he was Group General Manager of EA’s Bioware studios, leading a global team that built hit gaming franchises such as Star Wars, Dragon Age, Mass Effect and Command & Conquer.

Prior to joining EA, Bromberg was the founder and CEO of I'mOK Inc., creator of a location-based gaming and communication platform for families. Before that, he was President and CEO of eSports company Major League Gaming, helping to grow the company from a startup to one of the largest competitive video gaming leagues in the world. He also held a number of senior roles at AOL, including Senior Vice President and General Manager of Moviefone, General Manager of Consumer Products and General Manager of Online Gaming.

“Over the last decade, Fitbit has developed an entirely new way for millions of people to make their lives better and have fun with health and fitness. At the same time, Fitbit has created one of the largest health and fitness databases in the world, which presents an incredible opportunity to build upon the company’s software and services offerings and create new revenue streams,” said Bromberg. “I look forward to working with James and the talented Fitbit team on their next chapter of growth.”

Mr. Bromberg joined effective March 14, 2018.

About Fitbit, Inc. (NYSE: FIT)

Fitbit helps people lead healthier, more active lives by empowering them with data, inspiration and guidance to reach their goals. As the leading global wearables brand, Fitbit designs products and experiences that track and provide motivation for everyday health and fitness. Fitbit’s diverse line of innovative and popular products include [Fitbit Blaze®](#), [Fitbit Charge 2®](#), [Fitbit Alta HR™](#), [Fitbit](#)

[Alta®](#), [Fitbit Ace™](#), [Fitbit Flex 2®](#), and [Fitbit Zip®](#) activity trackers, as well as the [Fitbit Ionic™](#) and [Fitbit Versa™](#) smartwatches, [Fitbit Flyer™](#) wireless headphones and [Fitbit Aria 2™](#) Wi-Fi Smart Scale. Fitbit products are carried in over 45,000 retail stores and in 86 countries around the globe. Powered by one of the world's largest social fitness networks and databases of health and fitness data, the Fitbit platform delivers personalized experiences, insights and guidance through leading software and interactive tools, including the Fitbit and Fitbit Coach apps, and the Fitbit OS for smartwatches. Fitbit Health Solutions develops health and wellness solutions designed to help increase engagement, improve health outcomes, and drive a positive return for employers, health plans and health systems.

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