Filing by Chief Financial Officer.

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

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

KISLING RONALD W

(City) SAN FRANCISCO, CA 94105

(State) Ca

(Zip) 94105

2. Issuer Name and Ticker or Trading Symbol

FITBIT, INC. [ FIT ]

3. Date of Earliest Transaction (MM/DD/YYYY)

1/14/2021

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer

(X) Director

10% Owner

Chief Financial Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date (MM/DD/YYYY)</th>
<th>3A. Deemed Execution Date, if any (MM/DD/YYYY)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (A) or (D) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>1/14/2021</td>
<td></td>
<td>D</td>
<td>171111</td>
<td>D</td>
<td>(A)</td>
<td>0</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
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<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>$0.00 (2)</td>
<td>1/14/2021</td>
<td>D</td>
<td>3583</td>
<td>(D)</td>
<td>3583</td>
<td>(4)</td>
<td>0</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.00 (2)</td>
<td>1/14/2021</td>
<td>D</td>
<td>2500</td>
<td>(D)</td>
<td>2500</td>
<td>(4)</td>
<td>0</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.00 (2)</td>
<td>1/14/2021</td>
<td>D</td>
<td>18000</td>
<td>(D)</td>
<td>18000</td>
<td>(4)</td>
<td>0</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.00 (2)</td>
<td>1/14/2021</td>
<td>D</td>
<td>94667</td>
<td>(D)</td>
<td>94667</td>
<td>(4)</td>
<td>0</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.00 (2)</td>
<td>1/14/2021</td>
<td>D</td>
<td>7500</td>
<td>(D)</td>
<td>7500</td>
<td>(4)</td>
<td>0</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.00 (2)</td>
<td>1/14/2021</td>
<td>D</td>
<td>169725</td>
<td>(D)</td>
<td>169725</td>
<td>(4)</td>
<td>0</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Employee Stock Option (right to buy)</td>
<td>$3.6333</td>
<td>1/14/2021</td>
<td>D</td>
<td>333689</td>
<td>(D)</td>
<td>8/26/2024</td>
<td>Class B Common Stock</td>
<td>333689</td>
<td>(11)</td>
<td>0</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated November 1, 2019, by and among the Issuer, Google LLC ("Google"), and Magnoliphyta Inc. (the "Merger Sub"), the Merger Sub merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly owned subsidiary of Google, effective January 14, 2021 (the "Closing Date"). Pursuant to the Merger Agreement, each share of the Issuer's Class A common stock and Class B common stock was exchanged for $7.35 in cash (the "Merger Consideration") on the Closing Date.

(2) 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.

(3) 1/12th of the RSUs vested on June 15, 2018, and the remainder vests 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.

(4) Pursuant to the Merger Agreement, the unvested RSUs were cancelled and converted on the Closing Date into the right to receive an amount in cash.
without interest, equal to the product of (a) the Merger Consideration multiplied by (b) the total number of unvested shares subject to the RSUs (the "RSU Consideration"). The payment of the RSU Consideration will be subject to (y) vesting in accordance with the vesting schedule applicable to such unvested RSUs immediately prior to the Closing Date, subject to the Reporting Person remaining employed by or otherwise in service to Google on each applicable vesting date, and (z) the terms and conditions of the Unvested Payment Plan (as such term is defined in the Merger Agreement).

(5) 1/12th of the RSUs vested on July 15, 2018, and the remainder vests 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.

(6) 1/12th of the RSUs vested on September 15, 2018, and the remainder vests 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.

(7) 1/12th of the RSUs vested on June 15, 2019, and the remainder vests 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.

(8) 1/8th of the RSUs vested on February 1, 2020, and the remainder vests quarterly over the next seven (7) quarters 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; provided, however, that in the event the Reporting Holder (a) does not receive an offer of employment from Google or (b) rejects an offer of employment from Google that does not comply with the requirements set forth in Sections 6.12(a)(i) and 6.12(a)(ii) of the Merger Agreement, then, in each case, subject to the execution of a release of claims, and such release becoming effective, all remaining unvested shares under the Special Equity Award will fully vest and become payable as of the Closing Date.

(9) 1/12th of the RSUs vested on June 15, 2020, and the remainder vests 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.

(10) The option is fully vested and exercisable.

(11) Pursuant to the Merger Agreement, the option was cancelled and converted on the Closing Date into a cash payment equal to the product of (a) the aggregate number of underlying shares multiplied by (b) the excess of the Merger Consideration over the applicable per share exercise price of the option.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>KISLING RONALD W</td>
<td>Director, 10% Owner, Chief Financial Officer</td>
</tr>
<tr>
<td>C/O FITBIT, INC.</td>
<td></td>
</tr>
<tr>
<td>199 FREMONT STREET, 14TH FLOOR</td>
<td></td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94105</td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Andy Missan, attorney-in-fact  1/14/2021  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).


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.