FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person* (Check all applicable) Stitch Fix, Inc. [SFIX] LIGHTSPEED VENTURE PARTNERS VIII Director 10% Owner LP Officer (give title Other (specify below) below) 3. Date of Earliest Transaction (Month/Day/Year) (Middle) (Last) (First) 09/06/2018 2200 SAND HILL ROAD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person **MENLO PARK** 94025 CA Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership Form: Direct 2. Transaction 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 7. Nature of 1. Title of Security (Instr. 3) 2A. Deemed 5. Amount of 3. Transaction **Execution Date** Indirect Beneficial Ownership if any (Month/Day/Year) Code (Instr. 8) Beneficially Owned Following (D) or Indirect (I) (Instr. 4) (Month/Day/Year) Reported (Instr. 4) Transaction(s) Code ٧ Amount Price (Instr. 3 and 4) By Lightspeed Venture C(1)(2) Class A Common Stock 09/06/2018 1,148,686 A (1)(2) 1,148,686 Ī Partners VIII, L.P.(3) (4) By Lightspeed Venture J⁽⁵⁾ Class A Common Stock 09/06/2018 1,148,686 D (5) 0 **Partners** VIII, L.P.(3) (4) By Lightspeed J⁽⁵⁾ (5) 09/06/2018 246,032 Α 246,032 Class A Common Stock T General Partner VIII, L.P.(6)(4) By Lightspeed **I**(7) Class A Common Stock 09/06/2018 246,032 D (7) 0 General Partner VIII, L.P.(6)(4) By Eggers Investments, **I**(7) Class A Common Stock 09/06/2018 31,886 Α (7) 31,886 T L.P. - Fund 1(8) By Mhatre Investments **J**(7) (7) Class A Common Stock 09/06/2018 32,996 Α 65,992 T LP - Fund 1(9) By Nieh Family **J**(7) (7) 95,858(10) Class A Common Stock 09/06/2018 31,886 Α Investments LP - Fund 1(11) By Schaepe-Chiu J⁽⁷⁾ 31,886 (7) Class A Common Stock 09/06/2018 A 127,544 Ī Investments I LP - Fund 1(12) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date 6. Date Exercisable and Expiration Date (Month/Day/Year) 1. Title of Derivative 3A. Deemed Execution Date, 5. Number of Derivative 7. Title and Amount of Securities Underlying 8. Price of Derivative 9. Number of derivative 11. Nature of Indirect Beneficial (Month/Day/Year) Security (Instr. 3) or Exercise Price of if any Code (Instr. 8) Securities Acquired (A) **Derivative Security** Security Securities Beneficially Form: (Month/Day/Year) (Instr. 5) Direct (D) (Instr. 3 and 4) Ownership Derivative Security or Disposed of (D) (Instr. 3, 4 and 5) Owned Following or Indirect (I) (Instr. 4) (Instr. 4) Reported

			Table II - D (e	erivati .g _{od} pเ	ve S ts, c	ecui a(J.ș.	rities Ac Warrant	quired, Dis Saxe Saxeptions	posed o Expiration Genvert	nor Be	efferally C Number of Cush iles)	wned	Transaction(s) (Instr. 4)	
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (I 8)		Der Sec Acq or D	lumber of ivative urities juired (A) Disposed of	6. Date Exerc Expiration Da (Month/Day/)	ate	Securities	nd Amount of s Underlying e Security nd 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	10. Ownersh Form: Direct (D) or Indirec
Class B Common Stock	Security (1)(2)	09/06/2018		-C ⁽¹⁾⁽²⁾ -		(D) and	(Instr. 3, 4 5) -1,148,686	(1)(2)	(1)(2)	Class A Common. Stock	_1,148,686_ Amount or	\$0	Following Reported 2,297,368 Transaction(s)	(I) (Instr.
		Reporting Person*	ARTNERS V	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares		(instr. 4)	
(Last) 2200 SAI	ND HILL F	(First)	(Middle)			,								
(Street) MENLO	PARK	CA	94025											
(City)		(State)	(Zip)											
		Reporting Person* eral Partner V	<u>III, L.P.</u>											
(Last) 2200 SAI	ND HILL F	(First)	(Middle)											
(Street) MENLO	PARK	CA	94025			,								
(City)		(State)	(Zip)											
		Reporting Person* nate General	Partner VIII,	Ltd.										
(Last) 2200 SAI	ND HILL F	(First)	(Middle)											
(Street)	PARK	CA	94025			,								
(City)		(State)	(Zip)											
1. Name an Eggers		Reporting Person*												
(Last) 2200 SAI	ND HILL F	(First)	(Middle)											
(Street) MENLO	PARK	CA	94025											
(City)		(State)	(Zip)											
1. Name an Mhatre		Reporting Person*												
(Last) 2200 SAI	ND HILL F	(First)	(Middle)											
(Street)			94025											

(City)

(Last)

(Street)

Nieh Peter

MENLO PARK

(State)

(First)

CA

1. Name and Address of Reporting Person^\star

2200 SAND HILL ROAD

(Zip)

(Middle)

94025

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

See Footnotes⁽³⁾⁽⁴⁾

(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* <u>SCHAEPE CHRISTOPHER J</u>									
(Last)	(Middle)								
2200 SAND HILL ROAD									
(Street)									
MENLO PARK	CA	94025							
(City)	(State)	(Zip)							

Explanation of Responses:

- 1. Represents conversion of shares of the Issuer's Class B Common Stock into shares of the Issuer's Class A Common Stock on a 1-for-1 basis. Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class B Common Stock. Any holder's shares of Class B Common Stock, on a one-to-one basis, upon any of the following: (i) sale or transfer of such share of Class B Common Stock; (ii) the death of a stockholder that is a natural person; or (iii) on the final conversion date, defined as the earlier of (a) the first trading day on or after the date on which the outstanding shares of Class B Common Stock represent less than 10% of the then outstanding Class B Common Stock; (b) the tenth anniversary of the Issuer's initial public offering; or
- 2. (c) the date specified by vote of the holders of a majority of the outstanding shares of Class B Common Stock, voting as a single class. Once transferred and converted into Class A Common Stock, the Class B Common Stock may not be reissued.
- 3. Shares held by Lightspeed Venture Partners VIII, L.P. ("LVP VIII").
- 4. Lightspeed Ultimate General Partner VIII, Ltd. ("LUGP VIII") is the sole general partner of Lightspeed General Partner VIII, L.P. ("LGP VIII"), which serves as the sole general partner of LVP VIII. Barry Eggers, Ravi Mhatre, Peter Y. Nieh and Christopher J. Schaepe, the directors of LUGP VIII, share voting and dispositive power with respect to the shares held of record by LVP VIII. Each reporting person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein.
- 5. Represents in-kind distribution by LVP VIII without consideration to its partners (including LGP VIII, the general partner of LVP VIII).
- 6. Shares held by LGP VIII.
- 7. Represents in-kind distribution by LGP VIII without consideration to its partners (including Messrs. Schaepe, Eggers, Mhatre, and Nieh).
- 8. Shares held by Eggers Investments, L.P. Fund 1. Barry Eggers serves as trustee of the general partner of such entity.
- 9. Shares held by Mhatre Investments LP Fund 1. Ravi Mhatre serves as trustee of the general partner of such entity.
- 10. Includes 200 shares held by Peter Nieh's wife.
- 11. Shares held by Nieh Family Investments LP Fund 1. Peter Nieh serves as co-trustee of the general partner of such entity.
- 12. Shares held by Schaepe-Chiu Investments I LP Fund 1. Christopher J. Schaepe serves as co-trustee of the general partner of such entity.

LIGHTSPEED VENTURE PARTNERS VIII, L.P. By: Lightspeed General Partner VIII, L.P., its general partner By: 09/10/2018 Lightspeed Ultimate General Partner VIII, Ltd., its general partner By: /s/ Ravi Mhatre Duly Authorized Signatory LIGHTSPEED GENERAL PARTNER VIII, L.P. By: Lightspeed Ultimate General 09/10/2018 Partner VIII, Ltd., its general partner By: /s/ Ravi Mhatre Duly <u>Authorized Signatory</u> LIGHTSPEED ULTIMATE GENERAL PARTNER VIII, 09/10/2018 LTD. By: /s/ Ravi Mhatre Duly Authorized Signatory BARRY EGGERS By: /s/ Barry 09/10/2018 **Eggers** RAVI MHATRE By: /s/ Ravi 09/10/2018 PETER NIEH By: /s/ Peter Nieh 09/10/2018 **CHRISTOPHER J. SCHAEPE** 09/10/2018 By: /s/ Christopher J. Schaepe ** 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.

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