

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

**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

1. Name and Address of Reporting Person* <u>Benchmark Capital Management Co.</u> <u>VII, L.L.C.</u>  (Last) (First) (Middle) 2,965 WOODSIDE ROAD  (Street) WOODSIDE CA 94062  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Stitch Fix, Inc. [ SFIX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/11/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	06/11/2019		C		3,460,060	A	\$0.00	3,460,060	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/11/2019		C		539,940	A	\$0.00	539,940	I	See footnote <sup>(2)</sup>
Class A Common Stock	06/11/2019		J <sup>(3)</sup>		3,460,060	D	\$0.00	0	I	See footnote <sup>(1)</sup>
Class A Common Stock	06/11/2019		J <sup>(4)</sup>		539,940	D	\$0.00	0	I	See footnote <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Class B Common Stock	(5)(6)	06/11/2019		C			3,460,060	(5)(6)	(7)	Class A Common Stock	3,460,060	\$0.00	7,285,360	I	See footnote <sup>(1)</sup>
Class B Common Stock	(5)(6)	06/11/2019		C			539,940	(5)(6)	(7)	Class A Common Stock	539,940	\$0.00	1,136,875	I	See footnote <sup>(2)</sup>

1. Name and Address of Reporting Person\*

[Benchmark Capital Management Co. VII, L.L.C.](#)

(Last) (First) (Middle)

2,965  
WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Benchmark Capital Management Co. VI, L.L.C.](#)

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BENCHMARK CAPITAL PARTNERS VI LP](#)

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Benchmark Capital Partners VII, L.P.](#)

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BENCHMARK FOUNDERS FUND VI LP](#)

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Benchmark Founders Fund VI-B, L.P.</a>		
(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Benchmark Founders' Fund VII, L.P.</a>		
(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Benchmark Founders' Fund VII-B, L.P.</a>		
(Last)	(First)	(Middle)
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City) (State) (Zip)		

**Explanation of Responses:**

- Shares are held by Benchmark Capital Partners VII, L.P. ("BCP VII"), as nominee for BCP VII, Benchmark Founders' Fund VII, L.P. ("BFF VII"), Benchmark Founders' Fund VII-B, L.P. ("BFF VII-B") and related persons. Benchmark Capital Management Co. VII, L.L.C. ("BMC VII"), the general partner of each of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole voting and investment power over such shares. Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Mitchell H. Lasky, Steven M. Spurlock and Eric H. Vishria, the managing members of BMC VII, may be deemed to share voting and investment power over these shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent such person's or entity's pecuniary interest in such securities).
- Shares are held by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for BCP VI, Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B") and related persons. Benchmark Capital Management Co. VI, L.L.C. ("BMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and investment power over such shares. Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock, the managing members of BMC VI, may be deemed to share voting and investment power over these shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent such person's or entity's pecuniary interest in such securities).
- Represents a pro-rata, in-kind distribution by BCP VII and its affiliated funds and associated persons, without additional consideration, to their respective partners, members and assigns.
- Represents a pro-rata, in-kind distribution by BCP VI and its affiliated funds and associated persons, without additional consideration, to their respective partners, members and assigns.
- 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. Class B Common Stock will convert automatically into Class A Common Stock on the earlier of (i) the date on which the number of outstanding shares of Class B Common Stock represents less than 10% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock; (ii) ten years following the effective date of the Issuer's initial public offering; or (iii) 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.
- In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock (i) upon any transfer, whether or not for value (subject to certain exceptions), or (ii) in the event of death or disability (as defined in the amended and restated certificate of incorporation of the Issuer) of the reporting person, shares of Class B Common Stock held by the reporting person or the reporting person's permitted estate planning entities will convert into Class A Common Stock.
- Not applicable.

**Remarks:**

This report is one of three reports, each on a separate Form 4, but relating to the same transaction being filed by entities affiliated with Benchmark and their applicable members.

[/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VII, L.L.C.](#) [06/13/2019](#)

[/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VI, L.L.C.](#) [06/13/2019](#)

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VI, L.L.C., 06/13/2019  
the General Partner of  
Benchmark Capital Partners  
VI, L.P.

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VII, L.L.C., 06/13/2019  
the General Partner of  
Benchmark Capital Partners  
VII, L.P.

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VI, L.L.C., 06/13/2019  
the General Partner of  
Benchmark Founders' Fund  
VI, L.P.

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VI, L.L.C., 06/13/2019  
the General Partner of  
Benchmark Founders' Fund  
VI-B, L.P.

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VII, L.L.C., 06/13/2019  
the General Partner of  
Benchmark Founders' Fund  
VII, L.P.

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VII, L.L.C., 06/13/2019  
the General Partner of  
Benchmark Founders' Fund  
VII-B, L.P.

\*\* 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 Number.**