

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO  
FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 1)\*

**Stitch Fix, Inc.**

(Name of Issuer)

**Class A Common Stock, par value \$0.00002 per share**

(Title of Class of Securities)

**860897107**

(CUSIP Number)

**December 31, 2018**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Names of Reporting Persons.  
Lightspeed Venture Partners VIII, L.P.

2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

3 SEC Use Only

4 Citizenship or Place of Organization  
Cayman Islands

5 Sole Voting Power  
0 shares

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0 shares

7 Sole Dispositive Power  
0 shares

8 Shared Dispositive Power  
0 shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11 Percent of Class Represented by Amount in Row 9  
0.0%

12 Type of Reporting Person\*  
PN

(1) This Schedule 13G is filed by Lightspeed Venture Partners VIII, L.P., a Cayman Islands exempted limited partnership (  Lightspeed VIII  ), Lightspeed General Partner VIII, L.P., a Cayman Islands exempted limited partnership (  LGP VIII  ), Lightspeed Ultimate General Partner VIII, Ltd., a Cayman Islands exempted company (  LUGP VIII  ), Barry Eggers (  Eggers  ), Ravi Mhatre (  Mhatre  ), Peter Y. Nieh (  Nieh  ) and Christopher J. Schaepe (  Schaepe  ) and together with Lightspeed VIII, LGP VIII, LUGP VIII, Eggers, Mhatre and Nieh, collectively, the   Reporting Persons  ). The Reporting Persons expressly disclaim status as a   group   for purposes of this Schedule 13G. The information with respect to the ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2018.

1 Names of Reporting Persons.  
Lightspeed General Partner VIII, L.P.

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

---

3 SEC Use Only

---

4 Citizenship or Place of Organization  
Cayman Islands

---

5 Sole Voting Power  
0 shares

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0 shares

---

7 Sole Dispositive Power  
0 shares

---

8 Shared Dispositive Power  
0 shares

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

---

11 Percent of Class Represented by Amount in Row 9  
0.0%

---

12 Type of Reporting Person\*  
PN

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(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. The information with respect to the ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2018.

1 Names of Reporting Persons.  
Lightspeed Ultimate General Partner VIII, Ltd.

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

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3 SEC Use Only

---

4 Citizenship or Place of Organization  
Cayman Islands

---

5 Sole Voting Power  
0 shares

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0 shares

---

7 Sole Dispositive Power  
0 shares

---

8 Shared Dispositive Power  
0 shares

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares

---

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
0.0%

---

12 Type of Reporting Person\*  
OO

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(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. The information with respect to the ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2018.

1 Names of Reporting Persons.  
Barry Eggers

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2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

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3 SEC Use Only

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4 Citizenship or Place of Organization  
United States of America

---

5 Sole Voting Power  
0 shares

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0 shares

---

7 Sole Dispositive Power  
0 shares

---

8 Shared Dispositive Power  
0 shares

---

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
0 shares

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10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

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11 Percent of Class Represented by Amount in Row 9  
0.0%

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12 Type of Reporting Person\*  
IN

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(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. The information with respect to the ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2018.

1 Names of Reporting Persons.  
Ravi Mhatre

2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

3 SEC Use Only

4 Citizenship or Place of Organization  
United States of America

5 Sole Voting Power  
131,984 shares (2)

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
0 shares

7 Sole Dispositive Power  
131,984 shares (2)

8 Shared Dispositive Power  
0 shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
131,984 shares (2)

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11 Percent of Class Represented by Amount in Row 9  
0.3% (3)

12 Type of Reporting Person\*  
IN

(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. The information with respect to the ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2018.

(2) Includes 131,984 shares of Common Stock held of record by Mhatre Investments LP - Fund 1. Mhatre serves as trustee of such entity, and accordingly exercises voting and dispositive power over the shares held by such entity.

(3) The Percent of Class is calculated based on 41,985,380 shares of Class A Common Stock outstanding as of October 27, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on December 11, 2018 (the "Current 10-Q"). Based on the total of 99,539,988 shares of Common Stock (including 57,554,608 shares of Class B Common Stock) outstanding as of October 27, 2018, as reported in the Current 10-Q, Mhatre beneficially owns 0.1% of the Issuer's outstanding Common Stock as of October 27, 2018.

1 Names of Reporting Persons.  
Peter Y. Nieh

2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

3 SEC Use Only

4 Citizenship or Place of Organization  
United States of America

5 Sole Voting Power  
0 shares

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
100,455 shares (2)

7 Sole Dispositive Power  
0 shares

8 Shared Dispositive Power  
100,455 shares (2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
100,455 shares (2)

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11 Percent of Class Represented by Amount in Row 9  
0.2% (3)

12 Type of Reporting Person\*  
IN

(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. The information with respect to the ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2018.

(2) Includes 100,455 shares of Common Stock held of record by Nieh Family Investments LP - Fund 1. Nieh serves as co-trustee of such entity, and accordingly shares voting and dispositive power over the shares held by such entity.

(3) The Percent of Class is calculated based on 41,985,380 shares of Class A Common Stock outstanding as of October 27, 2018, as reported in the Current 10-Q. Based on the total of 99,539,988 shares of Common Stock (including 57,554,608 shares of Class B Common Stock) outstanding as of October 27, 2018, as reported in the Current 10-Q, Nieh beneficially owns 0.1% of the Issuer's outstanding Common Stock as of October 27, 2018.

1 Names of Reporting Persons.  
Christopher J. Schaepe

2 Check the Appropriate Box if a Member of a Group\*

(a)

(b)  (1)

3 SEC Use Only

4 Citizenship or Place of Organization  
United States of America

5 Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6 Shared Voting Power  
34,044 shares (2)

7 Sole Dispositive Power  
0

8 Shared Dispositive Power  
34,044 shares (2)

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
34,044 shares (2)

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

11 Percent of Class Represented by Amount in Row 9  
0.1% (3)

12 Type of Reporting Person\*  
IN

(1) This Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G. The information with respect to the ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2018.

(2) Includes 34,044 shares of Common Stock held of record by Schaepe-Chiu Investments I LP - Fund 1. Schaepe serves as co-trustee of such entity, and accordingly shares voting and dispositive power over the shares held by such entity.

(3) The Percent of Class is calculated based on 41,985,380 shares of Class A Common Stock outstanding as of October 27, 2018, as reported in the Current 10-Q. Based on the total of 99,539,988 shares of Common Stock (including 57,554,608 shares of Class B Common Stock) outstanding as of October 27, 2018, as reported in the Current 10-Q, Schaepe beneficially owns 0.03% of the Issuer's outstanding Common Stock as of October 27, 2018.



Introductory Note: This Statement on Schedule 13G (this "Statement") is filed on behalf of the Reporting Persons, in respect of shares of Class A Common Stock, par value \$0.00002 per share ("Class A Common Stock"), of Stitch Fix, Inc. (the "Issuer").

**Item 1**

- (a) Name of Issuer:  
Stitch Fix, Inc.

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Address of Issuer's Principal Executive Offices:  
1 Montgomery Street, Suite 1500  
San Francisco, CA 94104

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**Item 2**

- (a) Name of Person(s) Filing:  
Lightspeed Venture Partners VIII, L.P. ("Lightspeed VIII")  
Lightspeed General Partner VIII, L.P. ("LGP VIII")  
Lightspeed Ultimate General Partner VIII, Ltd. ("LUGP VIII")  
Barry Eggers ("Eggers")  
Ravi Mhatre ("Mhatre")  
Peter Y. Nieh ("Nieh")  
Christopher J. Schaepe ("Schaepe")

- (b) Address of Principal Business Office:  
c/o Lightspeed Venture Partners  
2200 Sand Hill Road  
Menlo Park, CA 94025

- (b) Citizenship:

Entities:	Lightspeed VIII	-	Cayman Islands
	LGP VIII	-	Cayman Islands
	LUGP VIII	-	Cayman Islands
Individuals:	Eggers	-	United States of America
	Mhatre	-	United States of America
	Nieh	-	United States of America
	Schaepe	-	United States of America

- (d) Title of Class of Securities:  
Class A Common Stock

- (e) CUSIP Number:  
860897107

**Item 3**

Not applicable.

**Item 4 Ownership.**

The following information with respect to the ownership of the Class A Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2018:

Reporting Persons	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (4)	Percentage of All Common (5)
Lightspeed VIII	â€”	â€”	â€”	â€”	â€”	â€”	0.0%	0.0%
LGP VIII	â€”	â€”	â€”	â€”	â€”	â€”	0.0%	0.0%
LUGP VIII	â€”	â€”	â€”	â€”	â€”	â€”	0.0%	0.0%
Eggers	â€”	â€”	â€”	â€”	â€”	â€”	0.0%	0.0%
Mhatre (1)	â€”	131,984	â€”	131,984	â€”	131,984	0.3%	0.1%
Nieh (2)	â€”	â€”	100,455	â€”	100,455	100,455	0.2%	0.1%
Schaepe (3)	â€”	â€”	34,044	â€”	34,044	34,044	0.1%	0.03%

- (1) Includes 131,984 shares of Common Stock held of record by Mhatre Investments LP - Fund 1. Mhatre serves as trustee of such entity, and accordingly exercises voting and dispositive power over the shares held by such entity.
- (2) Includes 100,455 shares of Common Stock held of record by Nieh Family Investments LP - Fund 1. Nieh serves as co-trustee of such entity, and accordingly shares voting and dispositive power over the shares held by such entity.
- (3) Includes 34,044 shares of Common Stock held of record by Schaepe-Chiu Investments I LP - Fund 1. Schaepe serves as co-trustee of such entity, and accordingly shares voting and dispositive power over the shares held by such entity.
- (4) The Percent of Class is calculated based on 41,985,380 shares of Class A Common Stock outstanding as of October 27, 2018, as reported in the Issuer's Form 10-Q filed with the SEC on December 11, 2018 (the "Current 10-Q").
- (5) The Percentage of All Common is calculated based on the total of 99,539,988 shares of the Issuer's Common Stock (including 57,554,608 shares of Class B Common Stock) outstanding as of October 27, 2018, as reported in the Current 10-Q.

**Item 5 Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

**Item 6 Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8 Identification and Classification of Members of the Group.**

Not applicable.

**Item 9 Notice of Dissolution of Group.**

Not applicable.

**Item 10 Certification.**

Not applicable.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2019

**Lightspeed Venture Partners VIII, L.P.**

By: Lightspeed General Partner VIII, L.P.  
Its: General Partner

By: Lightspeed Ultimate General Partner VIII, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed General Partner VIII, L.P.**

By: Lightspeed Ultimate General Partner VIII, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed Ultimate General Partner VIII, Ltd.**

By: /s/ Ravi Mhatre  
Authorized Representative

By: /s/ Barry Eggers  
**Barry Eggers**

By: /s/ Ravi Mhatre  
**Ravi Mhatre**

By: /s/ Peter Y. Nieh  
**Peter Y. Nieh**

By: /s/ Christopher J. Schaepe  
**Christopher J. Schaepe**

**Exhibit(s):**

A - Joint Filing Statement

JOINT FILING STATEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Class A Common Stock of Stitch Fix, Inc. is filed on behalf of each of us.

Dated: February 14, 2019

**Lightspeed Venture Partners VIII, L.P.**

By: Lightspeed General Partner VIII, L.P.  
Its: General Partner

By: Lightspeed Ultimate General Partner VIII, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed General Partner VIII, L.P.**

By: Lightspeed Ultimate General Partner VIII, Ltd.  
Its: General Partner

By: /s/ Ravi Mhatre  
Authorized Representative

**Lightspeed Ultimate General Partner VIII, Ltd.**

By: /s/ Ravi Mhatre  
Authorized Representative

By: /s/ Barry Eggers  
**Barry Eggers**

By: /s/ Ravi Mhatre  
**Ravi Mhatre**

By: /s/ Peter Y. Nieh  
**Peter Y. Nieh**

By: /s/ Christopher J. Schaepe  
**Christopher J. Schaepe**