

OMB APPROVAL	
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**INITIAL STATEMENT OF 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* <u>Benchmark Capital Management Co. VII, L.L.C.</u>  (Last) (First) (Middle) C/O BENCHMARK 2965 WOODSIDE ROAD  (Street) WOODSIDE CA 94062  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/16/2017	3. Issuer Name and Ticker or Trading Symbol <u>Stitch Fix, Inc. [ SFIX ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series B Preferred Stock	(1)	(1)	Class B Common Stock <sup>(2)(3)</sup>	17,882,240	(1)	I	See footnote <sup>(4)</sup>
Series C Preferred Stock	(1)	(1)	Class B Common Stock <sup>(2)(3)</sup>	1,513,330	(1)	I	See footnote <sup>(4)</sup>
Series C Preferred Stock	(1)	(1)	Class B Common Stock <sup>(2)(3)</sup>	3,026,665	(1)	I	See footnote <sup>(5)</sup>

1. Name and Address of Reporting Person* <u>Benchmark Capital Management Co. VII, L.L.C.</u>  (Last) (First) (Middle) C/O BENCHMARK 2965 WOODSIDE ROAD  (Street) WOODSIDE CA 94062  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

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

(Last) (First) (Middle)

C/O BENCHMARK  
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)

C/O BENCHMARK  
2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Benchmark Founders Fund VI-B, L.P.](#)

(Last) (First) (Middle)

C/O BENCHMARK  
2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Benchmark Founders' Fund VII, L.P.](#)

(Last) (First) (Middle)

C/O BENCHMARK  
2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Benchmark Founders' Fund VII-B, L.P.](#)

(Last) (First) (Middle)

C/O BENCHMARK  
2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">BENCHMARK CAPITAL PARTNERS VI LP</a>		
(Last)	(First)	(Middle)
C/O BENCHMARK		
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
<a href="#">Benchmark Capital Partners VII, L.P.</a>		
(Last)	(First)	(Middle)
C/O BENCHMARK		
2965 WOODSIDE ROAD		
(Street)		
WOODSIDE	CA	94062
(City) (State) (Zip)		

**Explanation of Responses:**

- Each share of Series B Preferred Stock and Series C Preferred Stock is convertible at any time at the option of the reporting person into one share of Class B Common Stock and has no expiration date. Upon the completion or closing of the Issuer's initial public offering, each share of Series B Preferred Stock and Series C Preferred Stock will convert automatically into one share of Class B Common Stock.
- 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 the 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.
- 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. ("BCMC 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 Vishria, the managing members of BCMC 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 of such person's or entity's pecuniary interest in such securities).
- Shares held of record 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. ("BCMC 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 BCMC 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 of such person's or entity's pecuniary interest in such securities).

**Remarks:**

This report is one of three reports, each on a separate Form 3, 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.](#) [11/16/2017](#)

[/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VI, L.L.C.](#) [11/16/2017](#)

[/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VI, L.L.C.,  
the General Partner of  
Benchmark Founders' Fund  
VI, L.P.](#) [11/16/2017](#)

[/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VI, L.L.C.,  
the General Partner of  
Benchmark Founders' Fund  
VI-B, L.P.](#) [11/16/2017](#)

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VII, L.L.C., 11/16/2017  
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., 11/16/2017  
the General Partner of  
Benchmark Founders' Fund  
VII-B, L.P.

/s/ Steven M. Spurlock, as  
Managing Member of  
Benchmark Capital  
Management Co. VI, L.L.C., 11/16/2017  
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., 11/16/2017  
the General Partner of  
Benchmark Capital Partners  
VII, 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 5 (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.**



Its General Partner

By: /s/ Steven M. Spurlock  
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Steven M. Spurlock, Managing Member

December 11, 2014 By: /s/ Bruce W. Dunlevie  
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Bruce W. Dunlevie

December 11, 2014 By: /s/ J. William Gurley  
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J. William Gurley

December 11, 2014 By: /s/ Kevin R. Harvey  
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Kevin R. Harvey

December 11, 2014 By: /s/ Mitchell H. Lasky  
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Mitchell H. Lasky

December 11, 2014 By: /s/ Peter H. Fenton  
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Peter H. Fenton

December 11, 2014 By: /s/ Matthew R. Cohler  
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Matthew R. Cohler

AGREEMENT TO FILE JOINTLY AND STATEMENT APPOINTING DESIGNATED FILER AND  
AUTHORIZED SIGNATORY

Each of the undersigned entities and individuals (collectively, the "Reporting Persons") hereby authorizes and designates Benchmark Capital Management Co. VI, L.L.C. or such other person or entity as is designated in writing by Steven M. Spurlock (the "Designated Filer") as the beneficial owner to prepare and file on behalf of such Reporting Person individually, or jointly together with the other Reporting Persons, any and all reports, notices, communications and other documents (including, but not limited to, reports on Schedule 13D, Schedule 13G, Form 3, Form 4 and Form 5) that such Reporting Person may be required to file with the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended (together with the implementing regulations thereto, the "Act"), the Securities Exchange Act of 1934, as amended (together with the implementing regulations thereto, the "Exchange Act") or any other state or federal agency (collectively, the "Reports") with respect to the Reporting Person's ownership of, or transactions in, securities of any entity whose securities are beneficially owned (directly or indirectly) by such Reporting Person (collectively, the "Companies").

Each Reporting Person hereby further authorizes and designates Steven M. Spurlock (the "Authorized Signatory") to execute and file on behalf of such Reporting Person the Reports and to perform any and all other acts, which in the opinion of the Designated Filer or Authorized Signatory may be necessary or incidental to the performance of the foregoing powers herein granted.

The authority of the Designated Filer and the Authorized Signatory under this Document with respect to each Reporting Person shall continue until such Reporting Person is no longer required to file any Reports with respect to the Reporting Person's ownership of, or transactions in, the securities of the Companies, unless earlier revoked in writing. Each Reporting Person acknowledges that the Designated Filer and the Authorized Signatory are not assuming any of the Reporting Person's responsibilities to comply with the Act or the Exchange Act.

March 21, 2013 BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C.,  
a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock  
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Steven M. Spurlock, Managing Member

March 21, 2013 BENCHMARK CAPITAL PARTNERS VI, L.P.,  
a Delaware Limited Partnership

By: Benchmark Capital Management Co. VI, L.L.C.,  
a Delaware Limited Liability Company,  
Its General Partner

By: /s/ Steven M. Spurlock  
-----  
Steven M. Spurlock, Managing Member

March 21, 2013 BENCHMARK FOUNDERS' FUND VI, L.P.,  
a Delaware Limited Partnership

By: Benchmark Capital Management Co. VI, L.L.C.,  
a Delaware Limited Liability Company,  
Its General Partner

By: /s/ Steven M. Spurlock  
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Steven M. Spurlock, Managing Member

March 21, 2013 BENCHMARK FOUNDERS' FUND VI-B, L.P.,  
a Delaware Limited Partnership

By: Benchmark Capital Management Co. VI, L.L.C.,  
a Delaware Limited Liability Company,  
Its General Partner

By: /s/ Steven M. Spurlock  
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Steven M. Spurlock, Managing Member

March 21, 2013 By: /s/ Alexandre Balkanski  
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Alexandre Balkanski

March 21, 2013 By: /s/ Bruce W. Dunlevie  
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Bruce W. Dunlevie

March 21, 2013 By: /s/ J. William Gurley  
-----  
J. William Gurley

March 21, 2013 By: /s/ Kevin R. Harvey  
-----  
Kevin R. Harvey

March 21, 2013 By: /s/ Robert C. Kagle  
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Robert C. Kagle

March 21, 2013 By: /s/ Mitchell H. Lasky  
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Mitchell H. Lasky

March 21, 2013

By: /s/ Peter H. Fenton

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Peter H. Fenton

March 21, 2013

By: /s/ Matthew R. Cohler

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Matthew R. Cohler