

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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| 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).

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

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|---|---|--|
| 1. Name and Address of Reporting Person* <u>GURLEY J WILLIAM</u> (Last) (First) (Middle) 2965 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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/09/2020 | |
| 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 | 04/09/2020 | | P | | 94,422 | A | \$14.6716 ⁽¹⁾ | 94,422 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 04/09/2020 | | P | | 352,339 | A | \$15.2565 ⁽³⁾ | 446,761 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 04/09/2020 | | P | | 552,539 | A | \$16.3464 ⁽⁴⁾ | 999,300 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 04/09/2020 | | P | | 700 | A | \$16.9214 ⁽⁵⁾ | 1,000,000 | I | See footnote ⁽²⁾ |
| Class A Common Stock | | | | | | | | 944,507 | D | |
| Class A Common Stock | | | | | | | | 60,508 | I | See footnote ⁽⁶⁾ |

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 | | | | | |

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$13.91 to \$14.905, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- Shares are held by Benchmark Capital Partners IX, L.P. ("BCP IX"), as nominee for BCP IX, Benchmark Founders' Fund IX, L.P. ("BFF IX"), Benchmark Founders' Fund IX-A, L.P. ("BFF IX-A"), Benchmark Founders' Fund IX-B, L.P. ("BFF IX-B") and related persons. Benchmark Capital Management Co. IX, L.L.C. ("BCMC IX"), the general partner of each of BCP IX, BFF IX, BFF IX-A and BFF IX-B, may be deemed to have sole voting and investment power over such shares. Peter H. Fenton, J. William Gurley, Chetan Puttagunta, Steven M. Spurlock, Sara E. Tavel and Eric H. Vishria, the managing members of BCMC IX, 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).
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$14.91 to \$15.90, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.915 to \$16.91, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at \$16.92 and \$16.93, respectively. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Shares are held by limited partnerships controlled by the reporting person.

Remarks:

This report is one of two reports, each on a separate Form 4, but relating to the same transaction being filed by Benchmark's applicable members.

/s/ Steven M. Spurlock, by
 power of attorney for J.
 William Gurley

04/13/2020

** 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.