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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>SPURLOCK STEVEN M</u> (Last) (First) (Middle) <u>2965 WOODSIDE ROAD</u> (Street) <u>WOODSIDE CA 94062</u> (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>03/12/2019</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/14/2019</u> | | |

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 | 03/12/2019 | | C | | 3,460,060 | A | \$0.00 | 3,460,060 | I | See footnote ⁽¹⁾ |
| Class A Common Stock | 03/12/2019 | | C | | 539,940 | A | \$0.00 | 539,940 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽³⁾ | | 3,460,060 | D | \$0.00 | 0 | I | See footnote ⁽¹⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁴⁾ | | 539,940 | D | \$0.00 | 0 | I | See footnote ⁽²⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 56,966 | A | \$0.00 | 135,369 | I | See footnote ⁽⁶⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 3,403 | D | \$32.0468 ⁽⁷⁾ | 131,966 | I | See footnote ⁽⁶⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 986 | D | \$32.9873 ⁽⁸⁾ | 130,980 | I | See footnote ⁽⁶⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁴⁾ | | 2,653 | A | \$0.00 | 4,643 | I | See footnote ⁽⁹⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁴⁾ | | 12,354 | A | \$0.00 | 45,124 | I | See footnote ⁽¹⁰⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 169,023 | A | \$0.00 | 280,816 | I | See footnote ⁽¹¹⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 48,554 | A | \$0.00 | 48,554 | I | See footnote ⁽¹²⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 39,324 | D | \$32.0012 ⁽¹³⁾ | 9,230 | I | See footnote ⁽¹²⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 175,017 | A | \$0.00 | 175,017 | I | See footnote ⁽¹⁴⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 24,244 | D | \$32.0012 ⁽¹³⁾ | 150,773 | I | See footnote ⁽¹⁴⁾ |
| Class A Common Stock | 03/14/2019 | | S | | 13,169 | D | \$32.0009 ⁽¹⁵⁾ | 137,604 | I | See footnote ⁽¹²⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 119,483 | A | \$0.00 | 279,462 | I | See footnote ⁽¹⁶⁾ |

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 | 03/13/2019 | | S | | 220,405 | D | \$31.9304 ⁽¹⁷⁾ | 59,057 | I | See footnote ⁽¹⁶⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 44,641 | D | \$32.6557 ⁽¹⁸⁾ | 14,416 | I | See footnote ⁽¹⁶⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 1,000 | D | \$33.41 | 13,416 | I | See footnote ⁽¹⁶⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 10,402 | D | \$32.0468 ⁽⁷⁾ | 3,014 | I | See footnote ⁽¹⁶⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 3,014 | D | \$32.9873 ⁽⁸⁾ | 0 | I | See footnote ⁽¹⁶⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 25,064 | A | \$0.00 | 62,661 | I | See footnote ⁽¹⁹⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 178,530 | A | \$0.00 | 444,976 | I | See footnote ⁽²⁰⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 76,207 | A | \$0.00 | 164,673 | I | See footnote ⁽²¹⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽³⁾ | | 29,792 | A | \$0.00 | 74,478 | I | See footnote ⁽²²⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 163,622 | A | \$0.00 | 285,830 | I | See footnote ⁽²³⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 150,000 | D | \$32.041 ⁽²⁴⁾ | 135,830 | I | See footnote ⁽²³⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽³⁾ | | 3,277 | A | \$0.00 | 5,735 | I | See footnote ⁽²⁵⁾ |
| Class A Common Stock | 03/12/2019 | | J ⁽⁵⁾ | | 625 | A | \$0.00 | 1,091 | I | See footnote ⁽²⁶⁾ |
| Class A Common Stock | 03/13/2019 | | S | | 625 | D | \$33.41 | 466 | I | See footnote ⁽²⁶⁾ |

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 | Amount or Number of Shares | | | | |
| Class B Common Stock | (27)(28) | 03/12/2019 | | C | | 3,460,060 | | (27)(28) | (29) | Class A Common Stock | 3,460,060 | \$0.00 | 10,745,420 | I | See footnote ⁽¹⁾ |
| Class B Common Stock | (27)(28) | 03/12/2019 | | C | | 539,940 | | (27)(28) | (29) | Class A Common Stock | 539,940 | \$0.00 | 1,676,815 | I | See footnote ⁽²⁾ |

1. Name and Address of Reporting Person*

SPURLOCK STEVEN M

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[BALKANSKI ALEXANDRE](#)

(Last) (First) (Middle)
2965 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Cohler Matt](#)

(Last) (First) (Middle)
2965 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[DUNLEVIE BRUCE](#)

(Last) (First) (Middle)
2965 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[FENTON PETER H](#)

(Last) (First) (Middle)
2965 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[HARVEY KEVIN](#)

(Last) (First) (Middle)
2965 WOODSIDE ROAD

(Street)
WOODSIDE CA 94062

(City) (State) (Zip)

| | | |
|--|---------|----------|
| 1. Name and Address of Reporting Person* | | |
| <u>KAGLE ROBERT</u> | | |
| (Last) | (First) | (Middle) |
| 2965 WOODSIDE ROAD | | |
| (Street) | | |
| WOODSIDE | CA | 94062 |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| <u>LASKY MITCHELL</u> | | |
| (Last) | (First) | (Middle) |
| 2965 WOODSIDE ROAD | | |
| (Street) | | |
| WOODSIDE | CA | 94062 |
| (City) (State) (Zip) | | |
| 1. Name and Address of Reporting Person* | | |
| <u>Vishria Eric</u> | | |
| (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. ("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 H. Vishria, the managing members of BCME 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. ("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 BCME 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.
- Represents a pro-rata, in-kind distribution by BCP VI, BCP VII and their affiliated funds and associated persons, without additional consideration, to their respective partners, members and assigns.
- Shares are held by Steven M. Spurlock's family trust.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.645 to \$32.63, 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 prices ranging from \$32.65 to \$33.41, 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.
- Shares are held by a limited partnership controlled by Alexandre Balkanski.
- Shares are held by Alexandre Balkanski's family trust.
- Shares are held by Matthew R. Cohler's family trust.
- Shares are held by limited partnerships controlled by Bruce W. Dunlevie.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.08, 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.
- Shares are held by Bruce W. Dunlevie's family trust.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.02, 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.
- Shares are held by Peter H. Fenton's family trust.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.32 to \$32.315, 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.

18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.32 to \$33.21, 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.

19. Shares are held by limited partnerships controlled by Kevin R. Harvey.

20. Shares are held by Kevin R. Harvey's family trust.

21. Shares are held directly by Robert C. Kagle.

22. Shares are held by a limited partnership controlled by Robert C. Kagle.

23. Shares are held by Mitchell H. Lasky's family trust.

24. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.00 to \$32.27, 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.

25. Shares are held by a limited partnership controlled by Mitchell H. Lasky.

26. Shares are held directly by Eric H. Vishria.

27. 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.

28. 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.

29. Not applicable.

Remarks:

This amended Form 4 is filed to reflect (i) an adjustment from 21,488 to 45,124 shares for the number of shares held by Alexandre Balkanski's family trust and (ii) the sale of 625 shares by Eric Vishria on March 13, 2019.

[/s/ Steven M. Spurlock](#) 06/11/2019

[/s/ Steven M. Spurlock, by
power of attorney for
Alexandre Balkanski](#) 06/11/2019

[/s/ Steven M. Spurlock, by
power of attorney for Matthew
R. Cohler](#) 06/11/2019

[/s/ Steven M. Spurlock, by
power of attorney for Bruce W.
Dunlevie](#) 06/11/2019

[/s/ Steven M. Spurlock, by
power of attorney for Peter H.
Fenton](#) 06/11/2019

[/s/ Steven M. Spurlock, by
power of attorney for Kevin R.
Harvey](#) 06/11/2019

[/s/ Steven M. Spurlock, by
power of attorney for Robert
C. Kagle](#) 06/11/2019

[/s/ Steven M. Spurlock, by
power of attorney for Mitchell
H. Lasky](#) 06/11/2019

[/s/ Steven M. Spurlock, by
power of attorney for Eric
Vishria](#) 06/11/2019

** 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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