

OMB APPROVAL	
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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

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

1. Name and Address of Reporting Person* <u>Smith Mike C.</u>			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 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/08/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O STITCH FIX, INC. 1 MONTGOMERY STREET, SUITE 1500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) SAN FRANCISCO CA 94104								
(City) (State) (Zip)								

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	01/08/2021		D <sup>(1)</sup>		41,002	D	\$0	46,102	D	
Class A Common Stock	01/08/2021		A <sup>(2)</sup>		1,254 <sup>(3)</sup>	A	\$0	47,356	D	

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					
Employee Stock Option (Right to Buy)	\$16.98	01/08/2021		D <sup>(4)</sup>			14,155	<sup>(5)</sup>	06/29/2027	Class B Common Stock <sup>(6)(7)</sup>	\$0	42,009	D	
Employee Stock Option (Right to Buy)	\$16.98	01/08/2021		D <sup>(4)</sup>			120,822	<sup>(8)</sup>	07/10/2027	Class B Common Stock <sup>(6)(7)</sup>	\$0	0	D	
Employee Stock Option (Right to Buy)	\$22.32	01/08/2021		D <sup>(9)</sup>			56,401	<sup>(10)</sup>	12/11/2028	Class A Common Stock	\$0	66,653	D	
Employee Stock Option (Right to Buy)	\$27.55	01/08/2021		D <sup>(9)</sup>			37,430	<sup>(11)</sup>	12/10/2029	Class A Common Stock	\$0	44,234	D	
Non-qualified Stock Option (Right to Buy)	\$56.53	01/11/2021		A <sup>(12)</sup>			2,553	<sup>(13)</sup>	01/10/2031	Class A Common Stock	\$0	2,553	D	

Explanation of Responses:

- Reflects the cancellation of restricted stock units in connection with the termination of Mr. Smith's employment and the continuation of Mr. Smith's service on our board of directors.
- Reflects the grant of restricted stock units in accordance with our Director Compensation Policy.
- 100% of the restricted stock units will vest on the earlier of the first anniversary of the date of grant or the next Annual Meeting of Stockholders. All vesting is subject to the Reporting Person's Continuous Service through the applicable vesting date. Outstanding restricted stock units are subject to acceleration upon a Change in Control.
- Reflects the cancellation of options to purchase shares of Class B Common Stock in connection with the termination of Mr. Smith's employment and the continuation of Mr. Smith's service on our board of directors.
- The stock option vests in equal monthly installments over 24 months beginning on June 30, 2019, subject to the individual's continued service through each vesting date.
- 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.
- The stock option vests in equal monthly installments over 24 months beginning on July 11, 2021, subject to the completion of the Issuer's initial public offering by July 11, 2018 and to the individual's continued service through each vesting date. If the completion of the Issuer's initial public offering does not occur by July 11, 2018, the stock option shall be cancelled.
- Reflects the cancellation of options to purchase shares of Class A Common Stock in connection with the termination of Mr. Smith's employment and the continuation of Mr. Smith's service on our board of directors.
- 1/4 of the options will vest on 10/16/2019 and 1/48 of the total number of options will vest monthly thereafter. All vesting is subject to the Reporting Person's continuous service through the applicable vesting date.
- The option grant will vest in a series of 24 equal monthly installments starting on 12/11/2019. All vesting is subject to the Reporting Person's continuous service through the applicable vesting date.
- Reflects the grant of options to purchase shares of Class A common Stock in accordance with our Director Compensation Policy.
- 100% of the options will vest on the earlier of the first anniversary of the date of grant or the next Annual Meeting of Stockholders. All vesting is subject to the Reporting Person's Continuous Service through the

applicable vesting date. Outstanding options are subject to acceleration upon a Change in Control.

**Remarks:**

/s/ Scott Darling, Attorney-in-Fact for Mike Smith

01/12/2021

\*\* 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.**