

| 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>Lake Katrina</u> <hr/> (Last) (First) (Middle) ONE MONTGOMERY TOWER SUITE 1500 <hr/> (Street) SAN FRANCISCO CA 94104 <hr/> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/16/2021 | |
| | 4. 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 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 | 06/16/2021 | | F | | 2,669 ⁽¹⁾ | D | \$61.13 | 7,719 ⁽²⁾ | D | |
| Class A Common Stock | 06/16/2021 | | C ⁽³⁾ | | 18,055 ⁽⁴⁾ | A | \$0 | 32,661 ⁽²⁾ | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 ⁽⁵⁾ |
| Class A Common Stock | 06/16/2021 | | C ⁽³⁾ | | 79,166 ⁽⁴⁾ | A | \$0 | 79,166 | I | Katrina M. Lake Revocable Trust ⁽⁶⁾ |
| Class A Common Stock | 06/16/2021 | | C ⁽³⁾ | | 9,053 ⁽⁴⁾ | A | \$0 | 9,053 | I | Katrina M. Lake 2017 Irrevocable Trust ⁽⁷⁾ |
| Class A Common Stock | 06/16/2021 | | S ⁽⁸⁾ | | 12,592 | D | \$58.62 ⁽⁹⁾ | 20,069 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class A Common Stock | 06/16/2021 | | S ⁽⁸⁾ | | 4,210 | D | \$59.969 ⁽¹⁰⁾ | 15,859 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class A Common Stock | 06/16/2021 | | S ⁽⁸⁾ | | 1,253 | D | \$60.5471 ⁽¹¹⁾ | 14,606 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |

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 | 06/16/2021 | | S ⁽⁸⁾ | | 50,296 | D | \$58.4037 ⁽¹²⁾ | 28,870 | I | Katrina M. Lake Revocable Trust |
| Class A Common Stock | 06/16/2021 | | S ⁽⁸⁾ | | 18,837 | D | \$59.9081 ⁽¹³⁾ | 10,033 | I | Katrina M. Lake Revocable Trust |
| Class A Common Stock | 06/16/2021 | | S ⁽⁸⁾ | | 10,033 | D | \$60.435 ⁽¹⁴⁾ | 0 | I | Katrina M. Lake Revocable Trust |
| Class A Common Stock | 06/16/2021 | | S ⁽⁸⁾ | | 5,298 | D | \$59.8671 ⁽¹⁵⁾ | 3,755 | I | Katrina M. Lake 2017 Irrevocable Trust |
| Class A Common Stock | 06/16/2021 | | S ⁽⁸⁾ | | 3,755 | D | \$60.4199 ⁽¹⁶⁾ | 0 | I | Katrina M. Lake 2017 Irrevocable Trust |
| Class A Common Stock | 06/17/2021 | | C ⁽³⁾ | | 5,555 ⁽⁴⁾ | A | \$0 | 20,161 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class A Common Stock | 06/17/2021 | | C ⁽³⁾ | | 29,166 ⁽⁴⁾ | A | \$0 | 29,166 | I | Katrina M. Lake Revocable Trust |
| Class A Common Stock | 06/17/2021 | | C ⁽³⁾ | | 9,054 ⁽⁴⁾ | A | \$0 | 9,054 | I | Katrina M. Lake 2017 Irrevocable Trust |
| Class A Common Stock | 06/17/2021 | | S ⁽⁸⁾ | | 1,693 | D | \$59.1434 ⁽¹⁷⁾ | 18,468 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class A Common Stock | 06/17/2021 | | S ⁽⁸⁾ | | 3,862 | D | \$60.1621 ⁽¹⁸⁾ | 14,606 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class A Common Stock | 06/17/2021 | | S ⁽⁸⁾ | | 8,390 | D | \$59.1484 ⁽¹⁹⁾ | 20,776 | I | Katrina M. Lake Revocable Trust |
| Class A Common Stock | 06/17/2021 | | S ⁽⁸⁾ | | 20,776 | D | \$60.1429 ⁽²⁰⁾ | 0 | I | Katrina M. Lake Revocable Trust |

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 | 06/17/2021 | | S ⁽⁸⁾ | | 2,678 | D | \$59.1329 ⁽²¹⁾ | 6,376 | I | Katrina M. Lake 2017 Irrevocable Trust |
| Class A Common Stock | 06/17/2021 | | S ⁽⁸⁾ | | 6,376 | D | \$60.1289 ⁽²²⁾ | 0 | I | Katrina M. Lake 2017 Irrevocable Trust |
| Class A Common Stock | 06/18/2021 | | C ⁽³⁾ | | 5,556 ⁽⁴⁾ | A | \$0 | 20,162 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class A Common Stock | 06/18/2021 | | C ⁽³⁾ | | 29,168 ⁽⁴⁾ | A | \$0 | 29,168 | I | Katrina M. Lake Revocable Trust |
| Class A Common Stock | 06/18/2021 | | C ⁽³⁾ | | 9,054 ⁽⁴⁾ | A | \$0 | 9,054 | I | Katrina M. Lake 2017 Irrevocable Trust |
| Class A Common Stock | 06/18/2021 | | S ⁽⁸⁾ | | 8,502 | D | \$60.4112 ⁽²³⁾ | 11,660 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class A Common Stock | 06/18/2021 | | S ⁽⁸⁾ | | 2,103 | D | \$61.1424 ⁽²⁴⁾ | 9,557 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class A Common Stock | 06/18/2021 | | S ⁽⁸⁾ | | 23,834 | D | \$60.4276 ⁽²⁵⁾ | 5,334 | I | Katrina M. Lake Revocable Trust |
| Class A Common Stock | 06/18/2021 | | S ⁽⁸⁾ | | 5,334 | D | \$61.1428 ⁽²⁶⁾ | 0 | I | Katrina M. Lake Revocable Trust |
| Class A Common Stock | 06/18/2021 | | S ⁽⁸⁾ | | 7,212 | D | \$60.4115 ⁽²⁷⁾ | 1,842 | I | Katrina M. Lake 2017 Irrevocable Trust |
| Class A Common Stock | 06/18/2021 | | S ⁽⁸⁾ | | 1,842 | D | \$61.1323 ⁽²⁸⁾ | 0 | I | Katrina M. Lake 2017 Irrevocable Trust |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 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 |
| Class B Common Stock | (4) | 06/16/2021 | | C ⁽³⁾ | | | 18,055 | (4) | (4) | Class A Common Stock | 18,055 | \$0 | 261,097 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class B Common Stock | (4) | 06/16/2021 | | C ⁽³⁾ | | | 79,166 | (4) | (4) | Class A Common Stock | 79,166 | \$0 | 9,774,731 | I | Katrina M. Lake Revocable Trust |
| Class B Common Stock | (4) | 06/16/2021 | | C ⁽³⁾ | | | 9,053 | (4) | (4) | Class A Common Stock | 9,053 | \$0 | 153,913 | I | Katrina M. Lake 2017 Irrevocable Trust |
| Class B Common Stock | (4) | 06/17/2021 | | C ⁽³⁾ | | | 5,555 | (4) | (4) | Class A Common Stock | 5,555 | \$0 | 255,542 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class B Common Stock | (4) | 06/17/2021 | | C ⁽³⁾ | | | 29,166 | (4) | (4) | Class A Common Stock | 29,166 | \$0 | 9,745,565 | I | Katrina M. Lake Revocable Trust |
| Class B Common Stock | (4) | 06/17/2021 | | C ⁽³⁾ | | | 9,054 | (4) | (4) | Class A Common Stock | 9,054 | \$0 | 144,859 | I | Katrina M. Lake 2017 Irrevocable Trust |
| Class B Common Stock | (4) | 06/18/2021 | | C ⁽³⁾ | | | 5,556 | (4) | (4) | Class A Common Stock | 5,556 | \$0 | 249,986 | I | John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 |
| Class B Common Stock | (4) | 06/18/2021 | | C ⁽³⁾ | | | 29,168 | (4) | (4) | Class A Common Stock | 29,168 | \$0 | 9,716,397 | I | Katrina M. Lake Revocable Trust |
| Class B Common Stock | (4) | 06/18/2021 | | C ⁽³⁾ | | | 9,054 | (4) | (4) | Class A Common Stock | 9,054 | \$0 | 135,805 | I | Katrina M. Lake 2017 Irrevocable Trust |

Explanation of Responses:

- Represents shares that have been withheld by the Company to satisfy tax withholding obligation in connection with the vesting of restricted stock units.
- Number of shares reflects transfer of 5,049 shares from direct holdings to the John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016.
- Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Reporting Person.
- Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
- The shares are held by John C. Clifford and Katrina M. Lake, Trustees of the John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016.
- The shares are held by Katrina M. Lake, Trustee of The Katrina M. Lake Revocable Trust dated May 23, 2016.
- The shares are held by Katrina M, Lake, Trustee of The Katrina M. Lake 2017 Irrevocable Trust.
- Shares disposed of pursuant to a previously established Rule 10b5-1 plan.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$58.24 to \$59.15 per share. 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 reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.30 to \$60.28 per share. 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 reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.31 to \$60.99 per share. 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 reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$58.185 to \$59.15 per share. 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 reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.22 to \$60.21 per share. 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 reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.22 to \$61.00 per share. 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 reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.15 to \$60.14 per share. 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 range set forth in this footnote.

16. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.16 to \$61.00 per share. 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.

17. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$58.59 to \$59.57 per share. 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 reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.59 to \$60.49 per share. 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. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$58.58 to \$59.57 per share. 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.

20. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.58 to \$60.48 per share. 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.

21. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$58.59 to \$59.58 per share. 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.

22. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.61 to \$60.425 per share. 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.

23. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.955 to \$60.95 per share. 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.

24. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.995 to \$61.36 per share. 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. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.92 to \$60.91 per share. 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.

26. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.93 to \$61.36 per share. 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.

27. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$59.89 to \$60.88 per share. 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.

28. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$60.98 to \$61.30 per share. 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.

Remarks:

/s/ Scott Darling, Attorney-in-Fact for Katrina Lake 06/21/2021

** 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.