

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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|--|---|--|
| 1. Name and Address of Reporting Person* <u>Darling Scott</u> (Last) (First) (Middle) C/O STITCH FIX, INC. 1 MONTGOMERY STREET, SUITE 1500 (Street) SAN FRANCISCO CA 94104 (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 10% Owner X Officer (give title below) Other (specify below) <u>Chief Legal Officer & Sec</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2019 | |
| 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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 | 05/01/2019 | | C ⁽²⁾ | | 1,000 ⁽¹⁾ | A | \$0 | 60,157 | D | | |
| Class A Common Stock | 05/01/2019 | | S ⁽⁶⁾ | | 1,000 | D | \$26.66 | 59,157 | D | | |
| Class A Common Stock | 05/03/2019 | | C ⁽²⁾ | | 1,000 ⁽¹⁾ | A | \$0 | 60,157 | D | | |
| Class A Common Stock | 05/03/2019 | | S ⁽⁶⁾ | | 1,000 | D | \$27.5 | 59,157 | 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 | | | | | |
| Class B Common Stock | \$4.94 | 05/01/2019 | | M | | 1,000 | | (1) | (1) | Class A Common Stock | \$0 | 1,000 | D | |
| Employee Stock Option (Right to Buy) | \$4.94 | 05/01/2019 | | M | | 1,000 | | (3) | 10/28/2026 | Class B Common Stock ⁽⁴⁾⁽⁵⁾ | \$0 | 119,000 | D | |
| Class B Common Stock | (1) | 05/01/2019 | | C ⁽²⁾ | | 1,000 | | (1) | (1) | Class A Common Stock | \$0 | 0 | D | |
| Class B Common Stock | \$4.94 | 05/03/2019 | | M | | 1,000 | | (1) | (1) | Class A Common Stock | \$0 | 1,000 | D | |
| Employee Stock Option (Right to Buy) | \$4.94 | 05/03/2019 | | M | | 1,000 | | (3) | 10/28/2026 | Class B Common Stock ⁽⁴⁾⁽⁵⁾ | \$0 | 118,000 | D | |
| Class B Common Stock | (1) | 05/03/2019 | | C ⁽²⁾ | | 1,000 | | (1) | (1) | Class A Common Stock | \$0 | 0 | D | |

Explanation of Responses:

- 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.
- Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Reporting Person.
- The stock option vests over four years, with 25% of the securities vesting on October 28, 2017 and the balance vesting in equal monthly installments over the remaining three years, 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.
- Shares disposed of pursuant to a previously established Rule 10b5-1 plan.

/s/ Scott Darling

05/03/2019

** 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.

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.