Class A Common Stock

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03/13/2019

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL					
OMB Number:	3235-0287				
Estimated average burden					
hours per response:	0.5				

footnote⁽¹⁶⁾

footnote⁽¹⁶⁾

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1. Name and Addre	1 0		2. Issuer Name and Ticker or Trading Symbol <u>Stitch Fix, Inc.</u> [SFIX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner
(Last) 2965 WOODSI	(First) DE ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2019	Officer (give title Other (specify below) below)
(Street) WOODSIDE	СА	94062	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person
(City)	(Ctoto)	(Zin)	1	

(City) (St	ate) (Zip)											
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr	. 3)	2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Sto	ck	03/12/2019		С		3,460,060	A	\$0.00	3,460,060	I	See footnote ⁽¹⁾	
Class A Common Sto	ck	03/12/2019		С		539,940	A	\$0.00	539,940	I	See footnote ⁽²⁾	
Class A Common Sto	ck	03/12/2019		J ⁽³⁾		3,460,060	D	\$0.00	0	I	See footnote ⁽¹⁾	
Class A Common Sto	ck	03/12/2019		J (4)		539,940	D	\$0.00	0	I	See footnote ⁽²⁾	
Class A Common Sto	ck	03/12/2019		J ⁽⁵⁾		56,966	A	\$0.00	135,369	I	See footnote ⁽⁶⁾	
Class A Common Sto	ck	03/13/2019		S		3,403	D	\$32.0468 ⁽⁷⁾	131,966	I	See footnote ⁽⁶⁾	
Class A Common Sto	ck	03/13/2019		s		986	D	\$32.9873(8)	130,980	I	See footnote ⁽⁶⁾	
Class A Common Sto	ck	03/12/2019		J ⁽⁴⁾		2,653	A	\$0.00	4,643	I	See footnote ⁽⁹⁾	
Class A Common Sto	ck	03/12/2019		J ⁽⁴⁾		12,354	A	\$0.00	21,488	I	See footnote ⁽¹⁰⁾	
Class A Common Sto	ck	03/12/2019		J ⁽⁵⁾		169,023	A	\$0.00	280,816	I	See footnote ⁽¹¹⁾	
Class A Common Sto	ck	03/12/2019		J ⁽⁵⁾		48,554	A	\$0.00	48,554	I	See footnote ⁽¹²⁾	
Class A Common Sto	ck	03/13/2019		S		39,324	D	\$32.0012(13)	9,230	I	See footnote ⁽¹²⁾	
Class A Common Sto	ck	03/12/2019		J ⁽⁵⁾		175,017	A	\$0.00	175,017	I	See footnote ⁽¹⁴⁾	
Class A Common Sto	ck	03/13/2019		S		24,244	D	\$32.0012(13)	150,773	I	See footnote ⁽¹⁴⁾	
Class A Common Sto	ck	03/14/2019		S		13,169	D	\$32.0009(15)	137,604	I	See footnote ⁽¹²⁾	
Class A Common Sto	ck	03/12/2019		J ⁽⁵⁾		119,483	A	\$0.00	279,462	I	See footnote ⁽¹⁶⁾	
Class A Common Sto	ck	03/13/2019		S		220,405	D	\$31.9304(17)	59,057	I	See footnote ⁽¹⁶⁾	

s

S

44,641

1,000

D

D

\$32.6557(18)

\$33.41

14,416

13,416

		Т	Table I	- Non-D	eriva	tive \$	Secu	irities A	٩cqui	ired,	Disposed	of, or B	eneficially	Owned				
1. Title of Security (Instr. 3)		Date Exec (Month/Day/Year) if any		ate Execution Date,		n Date,	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		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price	Transactio			(in	str. 4)
Class A Common Stock 03/13/2019					S		10,402	D	\$32.0468 ⁽⁷⁾	3,01	14	I	Se fo	e otnote ⁽¹⁶⁾				
Class A (Common St	ock		03/13	/2019				S		3,014	D	\$32.9873 ⁽⁸⁾	0		I	Se fo	e otnote ⁽¹⁶⁾
Class A (Common St	ock		03/12	/2019				J ⁽⁵⁾		25,064	A	\$0.00	62,6	61	I	Se fo	e otnote ⁽¹⁹⁾
Class A (Common St	ock		03/12	/2019				J ⁽⁵⁾		178,530	Α	\$0.00	444,9	976	I	Se fo	e otnote ⁽²⁰⁾
Class A G	Common St	ock		03/12	/2019						76,207	Α	\$0.00	164,6	673	Ι	Se fo	e otnote ⁽²¹⁾
Class A (Common St	ock		03/12	/2019				J ⁽³⁾		29,792	Α	\$0.00	74,478				e otnote ⁽²²⁾
Class A (Common St	ock		03/12	/2019				J ⁽⁵⁾		163,622	Α	\$0.00	285,8	830	Ι	Se fo	e otnote ⁽²³⁾
Class A (Common St	ock		03/13	/2019				S		150,000	D	\$32.041(24)	135,8	830	I		ee otnote ⁽²³⁾
Class A (Common St	ock		03/12	/2019				<mark>J</mark> (3)		3,277	Α	\$0.00	5,73	35	Ι	Se fo	e otnote ⁽²⁵⁾
Class A G	Common St	ock		03/12	/2019				J ⁽⁵⁾		625	Α	\$0.00	1,09	1,091 I		I See footnote	
			Table								Disposed o		neficially O curities)	wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	med on Date, Day/Year)	4. Transa Code 8)		5. Numbe Derivative r. Securities Acquired or Dispos		Derivative Expirati Securities (Month/ Acquired (A) or Disposed of (D) (Instr. 3, 4		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Numb derivati Securiti Benefic Owned Followin Reporte	ve Own ies For ially Dire or li ng (I) (I ed	nership n: ct (D) ndirect nstr. 4)	11. Nature of Indirec Beneficia Ownershi (Instr. 4)
					Code	v	(A)	(D)	Date		Expiration Date	Title	Amount or Number of Shares		(Instr. 4	nsaction(s) tr. 4)		
Class B Common Stock	(27)(28)	03/12/2019			с			3,460,06	0 (27)(28)		(29)	Class A Commo Stock		\$0.00	10,74	5,420	I	See footnote ⁽¹
Class B Common Stock	(27)(28)	03/12/2019			с			539,940	, (;	27)(28)	(29)	Class A Commo Stock		\$0.00	1,676	i,815	I	See footnote ⁽²
		f Reporting Person [*] TEVEN M	k															
(Last) 2965 W(OODSIDE	(First) ROAD	(Middle)			-											
(Street)	SIDE	СА	ç	94062			-											
(City)		(State)	(.	Zip)														
		f Reporting Person*																
(Last) (First) (Middle) 2965 WOODSIDE ROAD																		
(Street) WOODSIDE CA 94062																		
(City) (State) (Zip)																		
1. Name and Address of Reporting Person [*] Cohler Matt																		
(Last)	OODSIDE	(First) ROAD	(Middle)														

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(Street) WOODSIDE	CA	94062							
	(0+-+-)	(7:)							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* DUNLEVIE BRUCE									
(Last)	(First)	(Middle)							
2965 WOODSIDI	E ROAD								
(Street) WOODSIDE	CA	94062							
(City)	(State)	(Zip)							
1. Name and Address <u>FENTON PET</u>									
(Last) 2965 WOODSIDI	(First) E ROAD	(Middle)							
(Street)									
WOODSIDE	CA	94062							
(City)	(State)	(Zip)							
1. Name and Address <u>HARVEY KE</u>									
(Last) 2965 WOODSIDI	(First) E ROAD	(Middle)							
(Street) WOODSIDE	CA	94062							
(City)	(State)	(Zip)							
1. Name and Address <u>KAGLE ROB</u>									
(Last)	(First)	(Middle)							
2965 WOODSIDI	E ROAD								
(Street) WOODSIDE	СА	94062							
(City)	(State)	(Zip)							
1. Name and Address <u>LASKY MITC</u>									
(Last)	(First)	(Middle)							
2965 WOODSIDH	E ROAD								
(Street) WOODSIDE	CA	94062							
(City)	(State)	(Zip)							
1. Name and Address <u>Vishria Eric</u>	of Reporting Person*								
(Last) 2965 WOODSIDI	(First) E ROAD	(Middle)							
(Street) WOODSIDE	СА	94062							
(City)	(State)	(Zip)							
Explanation of Respo	onses:								

1. 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, L.P. ("BFF VII-B") and related persons. Benchmark Capital Management Co. VII, L.L.C. ("BCP 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 BCMC 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).

2. 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 BCMC 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).

3. 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.

4. 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.

5. 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.

6. Shares are held by Steven M. Spurlock's family trust.

7. 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.

8. 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.

9. Shares are held by a limited partnership controlled by Alexandre Balkanski.

10. Shares are held by Alexandre Balkanski's family trust

11. Shares are held by Matthew R. Cohler's family trust.

12. Shares are held by limited partnerships controlled by Bruce W. Dunlevie.

13. 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.

14. Shares are held by Bruce W. Dunlevie's family trust.

15. 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.

16. Shares are held by Peter H. Fenton's family trust.

17. 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.

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 report is one of three reports, each on a separate Form 4, but relating to the same transaction being filed by entities affiliated with Benchmark and their applicable members.

/s/ Steven M. Spurlock	03/14/2019
<u>/s/ Steven M. Spurlock, by</u> power of attorney for Alexandre Balkanski	<u>03/14/2019</u>
<u>/s/ Steven M. Spurlock, by</u> power of attorney for Matthew <u>R. Cohler</u>	<u>03/14/2019</u>
<u>/s/ Steven M. Spurlock, by</u> power of attorney for Bruce W. <u>Dunlevie</u>	<u>03/14/2019</u>
<u>/s/ Steven M. Spurlock, by</u> power of attorney for Peter H. <u>Fenton</u>	<u>03/14/2019</u>
<u>/s/ Steven M. Spurlock, by</u> power of attorney for Kevin R. <u>Harvey</u>	<u>03/14/2019</u>
<u>/s/ Steven M. Spurlock, by</u> power of attorney for Robert C. <u>Kagle</u>	<u>03/14/2019</u>
<u>/s/ Steven M. Spurlock, by</u> power of attorney for Mitchell <u>H. Lasky</u>	<u>03/14/2019</u>
<u>/s/ Steven M. Spurlock, by</u> power of attorney for Eric Vishria	<u>03/14/2019</u>

Date

** Signature of Reporting Person

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.