SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Stitch Fix, Inc.

(Name of Issuer)

Class A Common Stock (Title of Class of Securities)

860897107

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- □ Rule 13d-1(b)
- □ Rule 13d-1(c)
- ⊠ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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1	NAME OF REPORTING PER	RSON B	enchmark Capital Partners VI, L.P. ("BCP VI")		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER 1,829,929 shares [*] , except that Benchmark Capital Managemen general partner of BCP VI, may be deemed to have sole power Balkanski ("Balkanski"), Matthew R. Cohler ("Cohler"), Bruce Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Ha ("Kagle"), Mitchell H. Lasky ("Lasky") and Steven M. Spurloo BCMC VI, may be deemed to have shared power to vote these	to vote these shares, and Alexandre e W. Dunlevie ("Dunlevie"), Peter rvey ("Harvey"), Robert C. Kagle ck ("Spurlock"), the members of	
WITH		6	SHARED VOTING POWER See response to row 5.		
		7	SOLE DISPOSITIVE POWER 1,829,929 shares [*] , except that BCMC VI, the general partner o sole power to dispose of these shares, and Balkanski, Cohler, D Kagle, Lasky and Spurlock, the members of BCMC VI, may be dispose of these shares.	Dunlevie, Fenton, Gurley, Harvey,	
		8	SHARED DISPOSITIVE POWER See response to row 7.		
9	AGGREGATE AMOUNT BE	NEFICIAI	LLY OWNED BY EACH REPORTING PERSON	1,829,929	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN ROW 9	4.2%	
12	TYPE OF REPORTING PER	SON		PN	

*Represents 1,829,929 shares of Class B Common Stock held directly by BCP VI. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 1,829,929 shares of Class B Common Stock held by BCP VI). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 1.8%.

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1	NAME OF REPORTING PERSON Benchmark Founders' Fund VI, L.P. ("BFF VI")				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) \Box (b) \boxtimes				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	5	SOLE VOTING POWER 114,446 shares [*] , except that BCMC VI, the general partner of sole power to vote these shares, and Balkanski, Cohler, Dunley Lasky and Spurlock, the members of BCMC VI, may be deem these shares.	vie, Fenton, Gurley, Harvey, Kagle,	
REPORTING PERSON WITH		6	SHARED VOTING POWER See response to row 5.		
		7	SOLE DISPOSITIVE POWER 114,446 shares [*] , except that BCMC VI, the general partner of sole power to dispose of these shares, and Balkanski, Cohler, I Kagle, Lasky and Spurlock, the members of BCMC VI, may b dispose of these shares.	Dunlevie, Fenton, Gurley, Harvey,	
		8	SHARED DISPOSITIVE POWER See response to row 7.		
9	AGGREGATE AMOUNT	BENEFICI	ALLY OWNED BY EACH REPORTING PERSON	114,446	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAR				
11	PERCENT OF CLASS RE	PRESENTE	ED BY AMOUNT IN ROW 9	0.3%	
12	TYPE OF REPORTING P	ERSON		PN	

*Represents 114,446 shares of Class B Common Stock held directly by BFF VI. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 114,446 shares of Class B Common Stock held by BFF VI). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 0.1%.

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1	NAME OF REPORTING PERSON Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B")					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
		5	SOLE VOTING POWER			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			75,113 shares [*] , except that BCMC VI, the general partner of BFF sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Lasky and Spurlock, the members of BCMC VI, may be deemed t these shares.	Fenton, Gurley, Harvey, Kagle,		
		6	SHARED VOTING POWER See response to row 5.			
		7	SOLE DISPOSITIVE POWER 75,113 shares [*] , except that BCMC VI, the general partner of BFF sole power to dispose of these shares, and Balkanski, Cohler, Dun Kagle, Lasky and Spurlock, the members of BCMC VI, may be de dispose of these shares.	levie, Fenton, Gurley, Harvey,		
		8	SHARED DISPOSITIVE POWER See response to row 7.			
9	AGGREGATE AMOUNT BE	NEFICIAL	LY OWNED BY EACH REPORTING PERSON	75,113		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN ROW 9	0.2%		
12	TYPE OF REPORTING PERS		PN			

*Represents 75,113 shares of Class B Common Stock held directly by BFF VI-B. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 75,113 shares of Class B Common Stock held by BFF VI-B). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 0.1%.

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1	NAME OF REPORTING PE	RSON	Benchmark Capital Management Co. VI, L.L.C.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER 2,216,755 shares [*] , of which 1,829,929 are directly owned by J by BFF VI, 75,113 are directly owned by BFF VI-B and 197,2 benefit of persons associated with BCMC VI. BCMC VI, the and BFF VI-B, may be deemed to have sole power to vote the Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock deemed to have shared power to vote these shares.	267 are held in nominee form for the general partner of BCP VI, BFF VI se shares, and Balkanski, Cohler,	
WITH		6	SHARED VOTING POWER See response to row 5.		
		7	SOLE DISPOSITIVE POWER 2,216,755 shares [*] , of which 1,829,929 are directly owned by 1 by BFF VI, 75,113 are directly owned by BFF VI-B and 269,3 benefit of persons associated with BCMC VI. BCMC VI, the and BFF VI-B, may be deemed to have sole power to dispose Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and S may be deemed to have shared power to dispose of these shared	340 are held in nominee form for the general partner of BCP VI, BFF VI of these shares, and Balkanski, Spurlock, the members of BCMC VI,	
		8	SHARED DISPOSITIVE POWER See response to row 7.		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			2,216,755	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPH	RESENTED) BY AMOUNT IN ROW 9	5.0%	
12	TYPE OF REPORTING PER	SON		00	

*Represents an aggregate of 2,216,755 shares of Class B Common Stock held directly by BCP VI, BFF VI. B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 2,216,755 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI, BFF VI-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 2.2%.

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1	NAME OF REPORTING PERSON Benchmark Capital Partners VII, L.P. ("BCP VII")				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 11,289,833 shares [*] , except that Benchmark Capital Managem the general partner of BCP VII, may be deemed to have sole p Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock an members of BCMC VII, may be deemed to have shared powe	oower to vote these shares, and ad Eric Vishria ("Vishria"), the	
		6	SHARED VOTING POWER See response to row 5.		
		7	SOLE DISPOSITIVE POWER 11,289,833 shares [*] , except that BCMC VII, the general partne have sole power to dispose of these shares, and Cohler, Dunle Spurlock and Vishria, the members of BCMC VII, may be dee of these shares.	vie, Fenton, Gurley, Harvey, Lasky,	
		8	SHARED DISPOSITIVE POWER See response to row 7.		
9	AGGREGATE AMOUNT	BENEFICI	IALLY OWNED BY EACH REPORTING PERSON	11,289,833	
10	10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH.		AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS RE	PRESENT	ED BY AMOUNT IN ROW 9	21.2%	
12	TYPE OF REPORTING P	ERSON		PN	

*Represents 11,289,833 shares of Class B Common Stock held directly by BCP VII. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 11,289,833 shares of Class B Common Stock held by BCP VII). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 11.3%.

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1	NAME OF REPORTING PERSON Benchmark Founders' Fund VII, L.P. ("BFF VII")				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 1,253,843 shares [*] , except that BCMC VII, the general partner sole power to vote these shares, and Cohler, Dunlevie, Fenton, and Vishria, the members of BCMC VII, may be deemed to ha shares.	Gurley, Harvey, Lasky, Spurlock	
		6	SHARED VOTING POWER See response to row 5.		
		7	SOLE DISPOSITIVE POWER 1,253,843 shares [*] , except that BCMC VII, the general partner sole power to dispose of these shares, and Cohler, Dunlevie, Fo Spurlock and Vishria, the members of BCMC VII, may be dee of these shares.	enton, Gurley, Harvey, Lasky,	
		8	SHARED DISPOSITIVE POWER See response to row 7.		
9	AGGREGATE AMOUNT	BENEFICI	ALLY OWNED BY EACH REPORTING PERSON	1,253,843	
10	10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAI		AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	11 PERCENT OF CLASS REPRESENTED BY		ED BY AMOUNT IN ROW 9	2.9%	
12	TYPE OF REPORTING PERSON			PN	

*Represents 1,253,843 shares of Class B Common Stock held directly by BFF VII. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 1,253,843 shares of Class B Common Stock held by BFF VII). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 1.3%.

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1	NAME OF REPORTING	NAME OF REPORTING PERSON Benchmark Founders' Fund VII-B, L.P. ("BFF VII-B")					
2	CHECK THE APPROPRI	ATE BOX I	F A MEMBER OF A GROUP* (a) \Box (b)				
3	SEC USE ONLY	SEC USE ONLY					
4	CITIZENSHIP OR PLACE Delaware	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware					
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH		5	SOLE VOTING POWER 1,661,754 shares [*] , except that BCMC VII, the general partner have sole power to vote these shares, and Cohler, Dunlevie, Fe Spurlock and Vishria, the members of BCMC VII, may be deer these shares.	nton, Gurley, Harvey, Lasky,			
	REPORTING PERSON WITH		SHARED VOTING POWER See response to row 5.				
			SOLE DISPOSITIVE POWER 1,661,754 shares [*] , except that BCMC VII, the general partner of have sole power to dispose of these shares, and Cohler, Dunley Spurlock and Vishria, the members of BCMC VII, may be deen of these shares.	ie, Fenton, Gurley, Harvey, Lasky,			
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT	BENEFICI	ALLY OWNED BY EACH REPORTING PERSON	1,661,754			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			3.8%			
12	TYPE OF REPORTING PERSON			PN			

^{*}Represents 1,661,754 shares of Class B Common Stock held directly by BFF VII-B. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 1,661,754 shares of Class B Common Stock held by BFF VII-B). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 1.7%.

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1	NAME OF REPORTING I	PERSON	Benchmark Capital Management Co. VII, L.L.C.			
2	CHECK THE APPROPRIA	\boxtimes				
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE Delaware	E OF ORGA	NIZATION			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER 14,205,480 shares [*] , of which 11,289,833 are directly owned owned by BFF VII and 1,661,754 are directly owned by BFF partner of BCP VII, BFF VII and BFF VII-B, may be deeme shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky of BCMC VII, may be deemed to have shared power to vote	F VII-B. BCMC VII, the general d to have sole power to vote these y, Spurlock and Vishria, the members		
			SHARED VOTING POWER See response to row 5.			
			SOLE DISPOSITIVE POWER 14,205,480 shares [*] , of which 11,289,833 are directly owned owned by BFF VII and 1,661,754 are directly owned by BFF partner of BCP VII, BFF VII and BFF VII-B, may be deeme these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, members of BCMC VII, may be deemed to have shared pow	F VII-B. BCMC VII, the general d to have sole power to dispose of Lasky, Spurlock and Vishria, the		
8		8	SHARED DISPOSITIVE POWER See response to row 7.			
9	AGGREGATE AMOUNT	BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON	14,205,480		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF CLASS RE	PRESENTE	ED BY AMOUNT IN ROW 9	25.3%		
12	TYPE OF REPORTING P	ERSON		00		

*Represents an aggregate of 14,205,480 shares of Class B Common Stock held directly by BCP VII, BFF VII and BFF VII-B, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 14,205,480 shares of Class B Common Stock held in aggregate by BCP VII, BFF VII and BFF VII-B, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 14.3%.

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1	NAME OF REPORTING	NAME OF REPORTING PERSON Alexandre Balkanski					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) \Box (b) \boxtimes						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLAC U.S. Citizen	E OF ORGAN	NIZATION				
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER 0 shares				
			6 SHARED VOTING POWER 2,216,755 shares [*] , of which 1,829,929 are directly owned by BCP VI, 114,446 are by BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nomin benefit of persons associated with BCMC VI. BCMC VI is the general partner of F and BFF VI-B, and Balkanski, a member of BCMC VI, may be deemed to have share vote these shares.				
		7	SOLE DISPOSITIVE POWER 0 shares				
			SHARED DISPOSITIVE POWER 2,216,755 shares [*] , of which 1,829,929 are directly owned by B by BFF VI, 75,113 are directly owned by BFF VI-B and 197,26 benefit of persons associated with BCMC VI. BCMC VI is the and BFF VI-B I, and Balkanski, a member of BCMC VI, may b dispose of these shares.	67 are held in nominee form for the general partner of BCP VI, BFF V			
9	AGGREGATE AMOUNT	BENEFICIA	LLY OWNED BY EACH REPORTING PERSON	2,216,755			
10	CHECK BOX IF THE AG	GREGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS RE	PRESENTEI	D BY AMOUNT IN ROW 9	5.0%			
12	TYPE OF REPORTING P	ERSON		IN			

*Represents an aggregate of 2,216,755 shares of Class B Common Stock held directly by BCP VI, BFF VI, BFF VI-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 2,216,755 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI, BFF VI-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 2.2%.

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1	NAME OF REPORTING PERSON Matthew R. Cohler						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) \Box (b) \boxtimes						
3	SEC USE ONLY	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
	NUMBER OF		SOLE VOTING POWER 111,793 shares				
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	 SHARED VOTING POWER 16,422,235 shares[*], of which 1,829,929 are directly owned by BCP VI, 114,446 are directly owned by BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nominee form for the benefit of persons associated with BCMC VI, 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. BCM VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VI is the general partner of BCP VII, BFF VII-B, and Cohler, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares. 				
		7	SOLE DISPOSITIVE POWER 111,793 shares				
		8	SHARED DISPOSITIVE POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by I by BFF VI, 75,113 are directly owned by BFF VI-B and 197,26 benefit of persons associated with BCMC VI, 11,289,833 are di 1,253,843 are directly owned by BFF VII and 1,661,754 are dir VI is the general partner of BCP VI, BFF VI and BFF VI-B, an of BCP VII, BFF VII and BFF VII-B, and Cohler, a member of deemed to have shared power to dispose of these shares.	7 are held in nominee form for the irectly owned by BCP VII, ectly owned by BFF VII-B. BCMC d BCMC VII is the general partner			
9	AGGREGATE AMOUNT B	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	CHECK BOX IF THE AGG	REGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REP	RESENTEI	D BY AMOUNT IN ROW 9	28.3%			
12	TYPE OF REPORTING PE	TYPE OF REPORTING PERSON					

*Represents an aggregate of 16,422,235 shares of Class B Common Stock held directly by BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII, BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 16,422,235 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI.B, BCP VII, BFF VII and BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 16.6%.

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1	NAME OF REPORTING PI	ERSON	Bruce W. Dunlevie			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen					
	NUMBER OF		SOLE VOTING POWER 0 shares			
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by BCP VI, 114,446 are directly owned b BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nominee form for the bener of persons associated with BCMC VI, 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. BCMC VI is the gener partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF V and BFF VII-B, and Dunlevie, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.			
		7	SOLE DISPOSITIVE POWER 0 shares			
8		8	SHARED DISPOSITIVE POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by BCI BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are l of persons associated with BCMC VI, 11,289,833 are directly own directly owned by BFF VII and 1,661,754 are directly owned by B partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the g and BFF VII-B, and Dunlevie, a member of BCMC VI and BCMC shared power to dispose of these shares.	held in nominee form for the benefit ed by BCP VII, 1,253,843 are FF VII-B. BCMC VI is the general general partner of BCP VII, BFF VII		
9	AGGREGATE AMOUNT E	BENEFIC	ALLY OWNED BY EACH REPORTING PERSON	16,422,235		
10	CHECK BOX IF THE AGO	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REP	RESENT	ED BY AMOUNT IN ROW 9	28.1%		
12	TYPE OF REPORTING PE		IN			

*Represents an aggregate of 16,422,235 shares of Class B Common Stock held directly by BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII, BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 16,422,235 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI-B, BCP VII, BFF VII and BFF VII-B and held innominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 16.5%.

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1	NAME OF REPORTING PE	NAME OF REPORTING PERSON Peter Fenton					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠						
3	SEC USE ONLY	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
	NUMBER OF		SOLE VOTING POWER 205,848 shares				
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	 SHARED VOTING POWER 16,422,235 shares*, of which 1,829,929 are directly owned by BCP VI, 114,446 are directly by BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nominee form for benefit of persons associated with BCMC VI, 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. If VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VI and BCMC VII, redeemed to have shared power to vote these shares. 				
		7	SOLE DISPOSITIVE POWER 205,848 shares				
		8	SHARED DISPOSITIVE POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by I by BFF VI, 75,113 are directly owned by BFF VI-B and 197,26 benefit of persons associated with BCMC VI, 11,289,833 are di 1,253,843 are directly owned by BFF VII and 1,661,754 are dir VI is the general partner of BCP VI, BFF VI and BFF VI-B, an of BCP VII, BFF VII and BFF VII-B, and Fenton, a member of deemed to have shared power to dispose of these shares.	57 are held in nominee form for the irectly owned by BCP VII, rectly owned by BFF VII-B. BCMC d BCMC VII is the general partner			
9	AGGREGATE AMOUNT BI	ENEFICIA	LLY OWNED BY EACH REPORTING PERSON	16,628,083			
10	CHECK BOX IF THE AGGE	REGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPP	RESENTER	BY AMOUNT IN ROW 9	28.5%			
12	TYPE OF REPORTING PER	TYPE OF REPORTING PERSON					

*Represents an aggregate of 16,422,235 shares of Class B Common Stock held directly by BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII, BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 16,422,235 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI-B, BCP VII, BFF VII and BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 16.7%.

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1	NAME OF REPORTING PH	NAME OF REPORTING PERSON J. William Gurley					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠						
3	SEC USE ONLY	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen						
	NUMBER OF		SOLE VOTING POWER 258,651 shares				
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by BCP VI, 114,446 are directly owned by BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nominee form for the benefi of persons associated with BCMC VI, 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VI and BFF VII-B, and Gurley, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.				
		7	SOLE DISPOSITIVE POWER 258,651 shares				
8		8	SHARED DISPOSITIVE POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by BCP V BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are hele of persons associated with BCMC VI, 11,289,833 are directly owned directly owned by BFF VII and 1,661,754 are directly owned by BFF partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the gen and BFF VII-B, and Gurley, a member of BCMC VI and BCMC VII, power to dispose of these shares.	d in nominee form for the benefit by BCP VII, 1,253,843 are VII-B. BCMC VI is the general eral partner of BCP VII, BFF VII			
9	AGGREGATE AMOUNT B	ENEFICI	ALLY OWNED BY EACH REPORTING PERSON	16,680,886			
10	CHECK BOX IF THE AGG	AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF CLASS REP	RESENT	ED BY AMOUNT IN ROW 9	28.6%			
12	TYPE OF REPORTING PE		IN				

*Represents an aggregate of 16,422,235 shares of Class B Common Stock held directly by BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII, BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 16,422,235 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII and BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 16.8%.

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1	NAME OF REPORTING PER	NAME OF REPORTING PERSON Kevin R. Harvey				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) \Box (b) \boxtimes					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen					
	NUMBER OF		SOLE VOTING POWER 304,043 shares			
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	 SHARED VOTING POWER 16,422,235 shares*, of which 1,829,929 are directly owned by BCP VI, 114,446 are directly o by BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nominee form for benefit of persons associated with BCMC VI, 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. B VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general part of BCP VII, BFF VII-B, and Harvey, a member of BCMC VI and BCMC VII, m deemed to have shared power to vote these shares. 			
		7	SOLE DISPOSITIVE POWER 304,043 shares			
		8	SHARED DISPOSITIVE POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by 1 by BFF VI, 75,113 are directly owned by BFF VI-B and 197,26 benefit of persons associated with BCMC VI, 11,289,833 are di 1,253,843 are directly owned by BFF VII and 1,661,754 are dir VI is the general partner of BCP VI, BFF VI and BFF VI-B, an of BCP VII, BFF VII and BFF VII-B, and Harvey, a member of deemed to have shared power to dispose of these shares.	57 are held in nominee form for the irectly owned by BCP VII, rectly owned by BFF VII-B. BCMC d BCMC VII is the general partner		
9	AGGREGATE AMOUNT BE	NEFICIAI	LY OWNED BY EACH REPORTING PERSON	16,726,278		
10	CHECK BOX IF THE AGGR	EGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN ROW 9	28.6%		
12	TYPE OF REPORTING PER	SON		IN		

*Represents an aggregate of 16,422,235 shares of Class B Common Stock held directly by BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII, BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 16,422,235 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI-B, BCP VII, BFF VII and BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 16.8%.

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1	NAME OF REPORTING	NAME OF REPORTING PERSON Robert C. Kagle				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLAC U.S. Citizen	E OF ORGA	NIZATION			
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER 133,152 shares			
			5 SHARED VOTING POWER 2,216,755 shares [*] , of which 1,829,929 are directly owned by BCP VI, 114,446 are directly by BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nominee form benefit of persons associated with BCMC VI. BCMC VI is the general partner of BCP VI, and BFF VI-B, and Kagle, a member of BCMC VI, may be deemed to have shared power t these shares.			
		7	SOLE DISPOSITIVE POWER 133,152 shares			
			SHARED DISPOSITIVE POWER 2,216,755 shares [*] , of which 1,829,929 are directly owned by I by BFF VI, 75,113 are directly owned by BFF VI-B and 197,2 benefit of persons associated with BCMC VI. BCMC VI is th and BFF VI-B, and Kagle, a member of BCMC VI and BCMC power to dispose of these shares.	267 are held in nominee form for the le general partner of BCP VI, BFF VI		
9	AGGREGATE AMOUNT	BENEFICIA	ALLY OWNED BY EACH REPORTING PERSON	2,349,907		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
11	PERCENT OF CLASS R	EPRESENTE	D BY AMOUNT IN ROW 9	5.3%		
12	TYPE OF REPORTING F	TYPE OF REPORTING PERSON				

*Represents an aggregate of 2,216,755 shares of Class B Common Stock held directly by BCP VI, BFF VI. B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 2,216,755 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI, BFF VI-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 2.4%.

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1	NAME OF REPORTING PER	NAME OF REPORTING PERSON Mitchell H. Lasky				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) \Box (b) \boxtimes					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen					
	NUMBER OF		SOLE VOTING POWER 124,666 shares			
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by BCP VI, 114,446 are directly or by BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nominee form for benefit of persons associated with BCMC VI, 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. E VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general pa of BCP VII, BFF VII and BFF VII-B, and Lasky, a member of BCMC VI and BCMC VII, ma deemed to have shared power to vote these shares.			
		7	SOLE DISPOSITIVE POWER 124,666 shares			
		8	SHARED DISPOSITIVE POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by F by BFF VI, 75,113 are directly owned by BFF VI-B and 197,26 benefit of persons associated with BCMC VI, 11,289,833 are di 1,253,843 are directly owned by BFF VII and 1,661,754 are dir VI is the general partner of BCP VI, BFF VI and BFF VI-B, and of BCP VII, BFF VII and BFF VII-B, and Lasky, a member of I deemed to have shared power to dispose of these shares.	7 are held in nominee form for the rectly owned by BCP VII, ectly owned by BFF VII-B. BCMC d BCMC VII is the general partner		
9	AGGREGATE AMOUNT BE	NEFICIAI	LY OWNED BY EACH REPORTING PERSON	16,546,901		
10	CHECK BOX IF THE AGGR	EGATE A	MOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN ROW 9	28.3%		
12	TYPE OF REPORTING PER	SON		IN		

*Represents an aggregate of 16,422,235 shares of Class B Common Stock held directly by BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII, BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 16,422,235 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI-B, BCP VII, BFF VII and BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 16.6%.

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1	NAME OF REPORTING PE	NAME OF REPORTING PERSON Steven M. Spurlock		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 78,403 shares	
		6	SHARED VOTING POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by BCP VI, 114,446 are directly owned by BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nominee form for the benefit of persons associated with BCMC VI, 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Spurlock, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.	
		7	SOLE DISPOSITIVE POWER 78,403 shares	
		8	SHARED DISPOSITIVE POWER 16,422,235 shares [*] , of which 1,829,929 are directly owned by BCP VI, 114,446 are directly owned by BFF VI, 75,113 are directly owned by BFF VI-B and 197,267 are held in nominee form for the benefit of persons associated with BCMC VI, 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Spurlock, a member of BCMC VI and BCMC VII, may be deemed to have shared power to dispose of these shares.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,500,638			16,500,638
10	CHECK BOX IF THE AGGE	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 28.3%		28.3%	
12	TYPE OF REPORTING PERSON		IN	

*Represents an aggregate of 16,422,235 shares of Class B Common Stock held directly by BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII, BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 16,422,235 shares of Class B Common Stock held in aggregate by BCP VI, BFF VI-B, BCP VII, BFF VII and BFF VII-B and held in nominee form for the benefit of persons associated with BCMC VI, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 16.6%.

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1	NAME OF REPORTING	NAME OF REPORTING PERSON Eric Vishria		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) ⊠			
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 0 shares	
		6	SHARED VOTING POWER 14,205,480 shares [*] , of which 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Vishria, a member of BCMC VII, may be deemed to have shared power to vote these shares.	
		7	SOLE DISPOSITIVE POWER 0 shares	
		8	SHARED DISPOSITIVE POWER 14,205,480 shares [*] , of which 11,289,833 are directly owned by BCP VII, 1,253,843 are directly owned by BFF VII and 1,661,754 are directly owned by BFF VII-B. BCMC VII is the general partner of BCP VII, BFF VII and BFF VII-B, and Vishria, a member of BCMC VII, may be deemed to have shared power to dispose of these shares.	
9	AGGREGATE AMOUNT	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		14,205,480
10	CHECK BOX IF THE AC	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS RE	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		25.3%
12	TYPE OF REPORTING P	TYPE OF REPORTING PERSON		IN

*Represents an aggregate of 14,205,480 shares of Class B Common Stock held directly by BCP VII, BFF VII and BFF VII-B, respectively. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Pursuant to Rule 13d-3(d)(1)(i)(D), the percentage in Row 11 is calculated using the outstanding shares of Class A Common Stock only (assuming conversion of the 14,205,480 shares of Class B Common Stock held in aggregate by BCP VII, BFF VII and BFF VII-B, respectively). If the outstanding number of shares included both Class A Common Stock and Class B Common Stock, this percentage would be 14.3%.

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This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners VI, L.P., a Delaware limited partnership ("BCP VI"), Benchmark Founders' Fund VI, L.P., a Delaware limited partnership ("BFF VI"), Benchmark Founders' Fund VI-B, L.P., a Delaware limited partnership ("BFF VI-B"), Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company ("BCMC VI"), Benchmark Capital Partners VII, L.P., a Delaware limited partnership ("BFF VI-B"), Benchmark Capital Management Co. VI, L.L.C., a Delaware limited liability company ("BCMC VI"), Benchmark Capital Partners VII, L.P., a Delaware limited partnership ("BFF VII"), Benchmark Founders' Fund VII, L.P., a Delaware limited partnership ("BFF VII"), Benchmark Founders' Fund VII, L.P., a Delaware limited partnership ("BFF VII"), Benchmark Capital Management Co. VII, L.L.C., a Delaware limited partnership ("BFF VII"), Benchmark Founders' Fund VII, L.P., a Delaware limited partnership ("BFF VII"), Benchmark Founders' Fund VII, L.P., a Delaware limited partnership ("BFF VII"), Benchmark Capital Management Co. VII, L.L.C., a Delaware limited partnership ("BFF VII"), Benchmark Gapital Management Co. VII, L.L.C., a Delaware limited liability company ("BCMC VII"), and Alexandre Balkanski ("Balkanski"), Matthew R. Cohler ("Cohler"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), Mitchell H. Lasky ("Lasky"), Steven M. Spurlock ("Spurlock") and Eric Vishria ("Vishria") (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM 1(A). NAME OF ISSUER

Stitch Fix, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1 Montgomery Street, Suite 1500 San Francisco, California 94104

ITEM 2(A). <u>NAME OF PERSONS FILING</u>

This Statement is filed BCP VI, BFF VI, BFF VI-B, BCMC VI, BCP VII, BFF VII, BFF VII-B, BCMC VII, Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky, Spurlock and Vishria. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B.

BCMC VII, the general partner of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP VII, BFF VII and BFF VII-B.

Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle Lasky and Spurlock are members of BCMC VI and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP VI, BFF VI and BFF VI-B.

Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria are members of BCMC VII and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP VII, BFF VII and BFF VII-B.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark 2965 Woodside Road Woodside, California 94062

ITEM 2(C). <u>CITIZENSHIP</u>

BCP VI, BFF VI, BFF VI-B, BCP VII, BFF VII and BFF VII-B are Delaware limited partnerships. BCMC VI and BCMC VII are Delaware limited liability companies. Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky, Spurlock and Vishria are United States Citizens.

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ITEM 2(D) and (E). <u>TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER</u>

Class A Common Stock CUSIP # 860897107

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2018 (based on 41,985,380 shares of Class A Common Stock and 57,552,608 shares of Class B Common Stock of the issuer outstanding as of December 4, 2018 as reported by the issuer on Form 10-Q for the period ended October 27, 2018 and filed with the Securities and Exchange Commission on December 11, 2018).

(a) <u>Amount beneficially owned</u>:

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) <u>Number of shares as to which such person has</u>:
 - (i) <u>Sole power to vote or to direct the vote</u>:

See Row 5 of cover page for each Reporting Person.

(ii) <u>Shared power to vote or to direct the vote</u>:

See Row 6 of cover page for each Reporting Person.

(iii) <u>Sole power to dispose or to direct the disposition of</u>:

See Row 7 of cover page for each Reporting Person.

(iv) <u>Shared power to dispose or to direct the disposition of</u>:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP VI, BFF VI and BFF VI-B, and the limited liability company agreement of BCMC VI, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

Under certain circumstances set forth in the limited partnership agreements of BCP VII, BFF VII and BFF VII-B, and the limited liability company agreement of BCMC VII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

CUSIP NO. 860897	107 13 G Page 22 of 25			
ITEM 7.	IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY			
	Not applicable.			
ITEM 8.	IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP			
	Not applicable.			
ITEM 9.	NOTICE OF DISSOLUTION OF GROUP			
	Not applicable.			
ITEM 10.	CERTIFICATION			
	Not applicable.			

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete

and correct.

Date: February 8, 2019

BENCHMARK CAPITAL PARTNERS VI, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VI, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VI-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock Steven M. Spurlock Managing Member

BENCHMARK CAPITAL PARTNERS VII, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VII, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND VII-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. VII, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock Steven M. Spurlock Managing Member

ALEXANDRE BALKANSKI MATTHEW R. COHLER BRUCE W. DUNLEVIE PETER FENTON J. WILLIAM GURLEY KEVIN R. HARVEY ROBERT C. KAGLE MITCHELL H. LASKY STEVEN M. SPURLOCK ERIC VISHRIA

By: /s/ Steven M. Spurlock Steven M. Spurlock

Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

CUSIP NO. 860897107	13 G	Page 24 of 25
	EXHIBIT INDEX	Found on
Exhibit	Sequentially Numbered Page	
Exhibit A: Agreement of Joint Filing	25	

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of Stitch Fix, Inc. shall be filed on behalf of each Reporting Person. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies.