

---

---

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)

Page 1 of 25 Pages  
Exhibit Index Contained on Page 24

---

---

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Benchmark Capital Partners VI, L.P. ("BCP VI")                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>1,829,929 shares*, except that Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of BCP VI, may be deemed to have sole power to vote these shares, 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") and Steven M. Spurlock ("Spurlock"), the members of BCMC VI, may be deemed to have shared power to vote these shares. |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>See response to row 5.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>1,829,929 shares*, except that BCMC VI, the general partner of BCP VI, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares.                                                                                                                                                                                                                                |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>See response to row 7.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 9                                                                                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                           | 1,829,929                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 4.2%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 12                                                                                  | TYPE OF REPORTING PERSON                                                                                               | 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                        |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                        |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                        |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                       |                                                                                                                                                                                                                                                                                                                                        |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>114,446 shares*, except that BCMC VI, the general partner of BFF VI, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.                  |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>See response to row 5.                                                                                                                                                                                                                                                                                          |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>114,446 shares*, except that BCMC VI, the general partner of BFF VI, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares. |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>See response to row 7.                                                                                                                                                                                                                                                                                     |
| 9                                                                                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                           | 114,446                                                                                                                                                                                                                                                                                                                                |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                               |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 0.3%                                                                                                                                                                                                                                                                                                                                   |
| 12                                                                                  | TYPE OF REPORTING PERSON                                                                                               | 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                         |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                         |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                       |                                                                                                                                                                                                                                                                                                                                         |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>75,113 shares*, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.                  |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>See response to row 5.                                                                                                                                                                                                                                                                                           |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>75,113 shares*, except that BCMC VI, the general partner of BFF VI-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares. |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>See response to row 7.                                                                                                                                                                                                                                                                                      |
| 9                                                                                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                           | 75,113                                                                                                                                                                                                                                                                                                                                  |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 0.2%                                                                                                                                                                                                                                                                                                                                    |
| 12                                                                                  | TYPE OF REPORTING PERSON                                                                                               | 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Benchmark Capital Management Co. VI, L.L.C.                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>2,216,755 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. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to vote these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to vote these shares.                  |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>See response to row 5.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>2,216,755 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 269,340 are held in nominee form for the benefit of persons associated with BCMC VI. BCMC VI, the general partner of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole power to dispose of these shares, and Balkanski, Cohler, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock, the members of BCMC VI, may be deemed to have shared power to dispose of these shares. |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>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                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 5.0%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 12                                                                                  | TYPE OF REPORTING PERSON                                                                                               | OO                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

\*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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                      |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                      |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                       |                                                                                                                                                                                                                                                                                                                                                                                      |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>11,289,833 shares*, except that Benchmark Capital Management Co. VII, L.L.C. ("BCMC VII"), the general partner of BCP VII, may be deemed to have sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Eric Vishria ("Vishria"), the members of BCMC VII, may be deemed to have shared power to vote these shares. |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>See response to row 5.                                                                                                                                                                                                                                                                                                                                        |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>11,289,833 shares*, except that BCMC VII, the general partner of BCP VII, may be deemed to have sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to dispose of these shares.                                                  |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>See response to row 7.                                                                                                                                                                                                                                                                                                                                   |
| 9                                                                                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                           | 11,289,833                                                                                                                                                                                                                                                                                                                                                                           |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                             |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 21.2%                                                                                                                                                                                                                                                                                                                                                                                |
| 12                                                                                  | TYPE OF REPORTING PERSON                                                                                               | 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                    |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                    |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                    |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                       |                                                                                                                                                                                                                                                                                                                                    |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>1,253,843 shares*, except that BCMC VII, the general partner of BFF VII, may be deemed to have sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to vote these shares.                  |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>See response to row 5.                                                                                                                                                                                                                                                                                      |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>1,253,843 shares*, except that BCMC VII, the general partner of BFF VII, may be deemed to have sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to dispose of these shares. |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>See response to row 7.                                                                                                                                                                                                                                                                                 |
| 9                                                                                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                           | 1,253,843                                                                                                                                                                                                                                                                                                                          |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                           |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                      |           |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| 1                                                                                   | NAME OF REPORTING PERSON Benchmark Founders' Fund VII-B, L.P. ("BFF VII-B")                                            |                                                                                                                                                                                                                                                                                                                                      |           |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                      |           |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                      |           |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                       |                                                                                                                                                                                                                                                                                                                                      |           |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>1,661,754 shares*, except that BCMC VII, the general partner of BFF VII-B, may be deemed to have sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to vote these shares.                  |           |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>See response to row 5.                                                                                                                                                                                                                                                                                        |           |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>1,661,754 shares*, except that BCMC VII, the general partner of BFF VII-B, may be deemed to have sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to dispose of these shares. |           |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>See response to row 7.                                                                                                                                                                                                                                                                                   |           |
| 9                                                                                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                           |                                                                                                                                                                                                                                                                                                                                      | 1,661,754 |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                          |                                                                                                                                                                                                                                                                                                                                      |           |
| 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%.



|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Benchmark Capital Management Co. VII, L.L.C.                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>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, the general partner of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole power to vote these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to vote these shares.                  |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>See response to row 5.                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>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, the general partner of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole power to dispose of these shares, and Cohler, Dunlevie, Fenton, Gurley, Harvey, Lasky, Spurlock and Vishria, the members of BCMC VII, may be deemed to have shared power to dispose of these shares. |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>See response to row 7.                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 9                                                                                   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                           | 14,205,480                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 25.3%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 12                                                                                  | TYPE OF REPORTING PERSON                                                                                               | OO                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

\*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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Alexandre Balkanski                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>0 shares                                                                                                                                                                                                                                                                                                                                                                                                           |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>2,216,755 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. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Balkanski, a member of BCMC VI, may be deemed to have shared power to vote these shares.             |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>0 shares                                                                                                                                                                                                                                                                                                                                                                                                      |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>2,216,755 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. BCMC VI is the general partner of BCP VI, BFF V and BFF VI-B I, and Balkanski, a member of BCMC VI, may be deemed to have shared power to dispose of these shares. |
| 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                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 5.0%                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 12                                                                                  | TYPE OF REPORTING PERSON                                                                                               | 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Matthew R. Cohler                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>111,793 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>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 Cohler, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.            |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>111,793 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>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 Cohler, 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                                                           | 16,422,235                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 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, 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Bruce W. Dunlevie                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>0 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>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 Dunlevie, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.            |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>0 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>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 Dunlevie, 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                                                           | 16,422,235                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 28.1%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 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, 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 16.5%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Peter Fenton                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>205,848 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>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 Fenton, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.            |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>205,848 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>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 Fenton, 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                                                           | 16,628,083                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 28.5%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 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, 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%.

|                                                                                     |                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON J. William Gurley                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*<br>(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 3                                                                                   | SEC USE ONLY                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                         | SOLE VOTING POWER<br>258,651 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                                                                                     | 6                                                                                                                         | SHARED VOTING POWER<br>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 Gurley, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.            |
|                                                                                     | 7                                                                                                                         | SOLE DISPOSITIVE POWER<br>258,651 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                     | 8                                                                                                                         | SHARED DISPOSITIVE POWER<br>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 Gurley, 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                                                              | 16,680,886                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                      | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                           | 28.6%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 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, 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Kevin R. Harvey                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>304,043 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>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 Harvey, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.            |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>304,043 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>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 Harvey, 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                                                           | 16,726,278                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 28.6%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 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, 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Robert C. Kagle                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>133,152 shares                                                                                                                                                                                                                                                                                                                                                                                                             |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>2,216,755 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. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Kagle, a member of BCMC VI, may be deemed to have shared power to vote these shares.                         |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>133,152 shares                                                                                                                                                                                                                                                                                                                                                                                                        |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>2,216,755 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. BCMC VI is the general partner of BCP VI, BFF VI and BFF VI-B, and Kagle, 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                                                           | 2,349,907                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 5.3%                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 12                                                                                  | TYPE OF REPORTING PERSON                                                                                               | 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 2.4%.



|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Mitchell H. Lasky                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>124,666 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>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 Lasky, a member of BCMC VI and BCMC VII, may be deemed to have shared power to vote these shares.            |
|                                                                                     | 7                                                                                                                      | SOLE DISPOSITIVE POWER<br>124,666 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>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 Lasky, 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                                                           | 16,546,901                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 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, 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | NAME OF REPORTING PERSON Steven M. Spurlock                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>78,403 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>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<br>78,403 shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>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                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES                                                   | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        | 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, 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%.

|                                                                                     |                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                |            |
|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| 1                                                                                   | NAME OF REPORTING PERSON Eric Vishria                                                                                  |                                                                                                                                                                                                                                                                                                                                                                |            |
| 2                                                                                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |                                                                                                                                                                                                                                                                                                                                                                |            |
| 3                                                                                   | SEC USE ONLY                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                |            |
| 4                                                                                   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>U.S. Citizen                                                                   |                                                                                                                                                                                                                                                                                                                                                                |            |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON<br>WITH | 5                                                                                                                      | SOLE VOTING POWER<br>0 shares                                                                                                                                                                                                                                                                                                                                  |            |
|                                                                                     | 6                                                                                                                      | SHARED VOTING POWER<br>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<br>0 shares                                                                                                                                                                                                                                                                                                                             |            |
|                                                                                     | 8                                                                                                                      | SHARED DISPOSITIVE POWER<br>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 BENEFICIALLY OWNED BY EACH REPORTING PERSON                                                           |                                                                                                                                                                                                                                                                                                                                                                | 14,205,480 |
| 10                                                                                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                          |                                                                                                                                                                                                                                                                                                                                                                |            |
| 11                                                                                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                                                                        |                                                                                                                                                                                                                                                                                                                                                                | 25.3%      |
| 12                                                                                  | 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%.

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 (“BCP VII”), Benchmark Founders’ Fund VII, L.P., a Delaware limited partnership (“BFF VII”), Benchmark Founders’ Fund VI-B, L.P., a Delaware limited partnership (“BFF VII-B”), Benchmark Capital 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). NAME OF PERSONS FILING

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). CITIZENSHIP

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.

---

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

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) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

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

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

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.

---

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.

---

EXHIBIT INDEX

| <u>Exhibit</u>                       | <u>Found on<br/>Sequentially<br/>Numbered Page</u> |
|--------------------------------------|----------------------------------------------------|
| Exhibit A: Agreement of Joint Filing | 25                                                 |

---



EXHIBIT AAgreement 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.

---