FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person\* Stitch Fix, Inc. [ SFIX ] Lake Katrina X 10% Owner Other (specify Officer (give title X below) below) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Last) (First) 08/19/2019 **Chief Executive Officer** 1 MONTGOMERY STREET, SUITE 1500

(Street) SAN FRANCISCO CA 94104  (City) (State) (Zip)				4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Apline)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person										
		Table I - No	n-Derivati	ve Securities A	rauire	hd D	isnosed of	f or B	eneficiall	v Owned				
1. Title of Security (In		2. D	. Transaction late Month/Day/Year	2A. Deemed Execution Date,	3. Transa Code ( 8)	ction	4. Securities A Disposed Of (	Acauired	(A) or	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Class A Common S	Stock		08/19/2019		C <sup>(3)</sup>		5,000(1)	A	\$0	5,000	I	John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 <sup>(4)</sup>		
Class A Common S	Stock		08/19/2019		C <sup>(3)</sup>		28,333(1)	A	\$0	28,333	I	Katrina M. Lake Revocable Trust <sup>(5)</sup>		
Class A Common S	Stock		08/19/2019		S <sup>(6)</sup>		5,000 <sup>(7)</sup>	D	\$21.0396	6 0	I	John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 <sup>(4)</sup>		
Class A Common S	Stock		08/19/2019		S <sup>(6)</sup>		28,333(8)	D	\$20.9891	0	I	Katrina M. Lake Revocable Trust <sup>(5)</sup>		
Class A Common S	Stock		08/20/2019		C <sup>(3)</sup>		5,000(1)	A	\$0	5,000	I	John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 <sup>(4)</sup>		
Class A Common S	Stock		08/20/2019		C <sup>(3)</sup>		28,333(1)	A	\$0	28,333	I	Katrina M. Lake Revocable Trust <sup>(5)</sup>		

		Tab	le I - Nor	n-Deri	vativ	e Sec	urit	ies A	cquire	ed, D	isposed o	f, or B	eneficiall	y Owned				
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)			2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transa Code ( 8)		4. Securities A Disposed Of (			5. Amoun Securities Beneficia Owned Fo Reported	s lly ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ect li rect E	. Nature of ndirect seneficial ownership nstr. 4)
									Code	v	Amount	(A) or (D)	Price	Transacti (Instr. 3 a	on(s)			······································
Class A Common Stock				08/20/2	2019				S <sup>(6)</sup>		5,000 <sup>(9)</sup>	D	\$20.3513	C	)	I	A A A A A A A A A A A A A A A A A A A	ohn C. Clifford nd Katrina M. Lake Revocable Crust lated May 23,
Class A (	Common Sto	ock		08/20/2	019				S <sup>(6)</sup>		28,333(10)	D	\$20.1489	(	)	I	I H	Katrina M. Lake Revocable Trust <sup>(5)</sup>
Class A Common Stock			(	08/21/2	3/21/2019				C <sup>(3)</sup>		5,000(1)	A	\$0	5,0	00	I	A A A A A A A A A A A A A A A A A A A	ohn C. Clifford nd Katrina M. Lake Revocable Trust lated May 23,
Class A Common Stock				08/21/2	21/2019				C <sup>(3)</sup>		28,334 <sup>(1)</sup>	A	\$0	28,334		I	I H	Katrina M. Lake Revocable Trust <sup>(5)</sup>
Class A Common Stock			(	08/21/2	/2019				S <sup>(6)</sup>		5,000(11)	D	\$20.5448	0		I	C a H M M H M M M M M M M M M M M M M M M	ohn C. Clifford Ind Catrina M. Lake Revocable Crust Lated May 23, 1016(4)
Class A Common Stock			(	08/21/2	8/21/2019				S <sup>(6)</sup>		28,334 <sup>(12)</sup>	D	\$20.4617	7 0		I	I I	Katrina M. Lake Revocable Trust <sup>(5)</sup>
		-									sposed of, , convertib			Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	emed ion Date, Transaction Code (Instr. 8)    January   January		umber vative urities uired or oosed ) (Instr.	6. Date Exerc Expiration Da (Month/Day/Y		cisable and	7. Title a of Secur Underlyi	nd Amount ities ng /e Security	Derivative Security (Instr. 5) Bender Own Folio Repr		ies Form: cially Direct ( or Indir ng (I) (Insti		Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	or Number of Shares					
Class B Common Stock	(1)								(1)		(1)	Class A Commor Stock			675,9	032	Ι	Katrina M. Lake 2017 Irrevocable Trust <sup>(2)</sup>

Class A Common Stock

5,000

\$<mark>0</mark>

590,772

(1)

(1)

5,000

Class B Common Stock

(1)

08/19/2019

**C**<sup>(3)</sup>

John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016<sup>(4)</sup>

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	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		of Deri Sec Acq (A) ( Disp of (I	ivative urities juired or posed D) (Instr. and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(1)	08/19/2019		C <sup>(3)</sup>			28,333	(1)	(1)	Class A Common Stock	28,333	\$0	11,476,862	I	Katrina M. Lake Revocable Trust <sup>(5)</sup>
Class B Common Stock	(1)	08/20/2019		C <sup>(3)</sup>			5,000	(1)	(1)	Class A Common Stock	5,000	\$0	585,772	I	John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 <sup>(4)</sup>
Class B Common Stock	(1)	08/20/2019		C(3)			28,333	(1)	(1)	Class A Common Stock	28,333	\$0	11,448,529	I	Katrina M. Lake Revocable Trust <sup>(5)</sup>
Class B Common Stock	(1)	08/21/2019		C <sup>(3)</sup>			5,000	(1)	(1)	Class A Common Stock	5,000	\$0	580,772	I	John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016 <sup>(4)</sup>
Class B Common Stock	(1)	08/21/2019		C <sup>(3)</sup>			28,334	(1)	(1)	Class A Common Stock	28,334	\$0	11,420,195	I	Katrina M. Lake Revocable

## **Explanation of Responses:**

- 1. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
- 2. The shares are held by Katrina M, Lake, Trustee of The Katrina M. Lake 2017 Irrevocable Trust.
- 3. Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Reporting Person.
- 4. The shares are held by John C. Clifford and Katrina M. Lake, Trustees of the John C. Clifford and Katrina M. Lake Revocable Trust dated May 23, 2016.
- 5. The shares are held by Katrina M. Lake, Trustee of The Katrina M. Lake Revocable Trust dated May 23, 2016.
- 6. Shares disposed of pursuant to a previously established Rule 10b5-1 plan.
- 7. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.96 to \$21.17 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 8. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.71 to \$21.35 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 9. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.10 to \$20.46 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 10. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.05 to \$20.465 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 11. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.42 to \$20.825 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 12. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.17 to \$20.82 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

/s/ Scott Darling, Attorney-in-

08/21/2019

\*\* Signature of Reporting Person

Date

 $Reminder: \ Report \ on \ a \ separate \ line \ for \ each \ class \ of \ securities \ beneficially \ owned \ directly \ or \ indirectly.$ 

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.