

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>HANSEN MARKA</u> (Last) (First) (Middle) <u>ONE MONTGOMERY TOWER SUITE 1500</u> (Street) <u>SAN FRANCISCO CA 94104</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Stitch Fix, Inc. [SFIX]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	04/01/2019		C ⁽²⁾		3,000 ⁽¹⁾	A	\$0	3,000	D	
Class A Common Stock	04/01/2019		S		3,000	D	\$28.48	0	D	
Class A Common Stock	04/02/2019		C ⁽²⁾		3,500 ⁽¹⁾	A	\$0	3,500	D	
Class A Common Stock	04/02/2019		S		3,500 ⁽⁶⁾	D	\$28.5378	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	\$0.17	04/01/2019		M		3,000		(1)	(1)	Class A Common Stock	3,000	\$0	3,000	D	
Non-qualified Stock Option (Right to Buy)	\$0.17	04/01/2019		M			3,000	(3)	11/11/2023	Class B Common Stock ⁽⁴⁾⁽⁵⁾	3,000	\$0	168,500	D	
Class B Common Stock	(1)	04/01/2019		C ⁽²⁾			3,000	(1)	(1)	Class A Common Stock	3,000	\$0	0	D	
Class B Common Stock	\$0.17	04/02/2019		M		3,500		(1)	(1)	Class A Common Stock	3,500	\$0	3,500	D	
Non-qualified Stock Option (Right to Buy)	\$0.17	04/02/2019		M			3,500	(3)	11/11/2023	Class B Common Stock ⁽⁴⁾⁽⁵⁾	3,500	\$0	165,000	D	
Class B Common Stock	(1)	04/02/2019		C ⁽²⁾			3,500	(1)	(1)	Class A Common Stock	3,500	\$0	0	D	

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. Represents the conversion of Class B Common Stock into Class A Common Stock held of record by the Reporting Person.
3. The stock option vests over four years, with 25% vesting on October 24, 2014 and the balance vesting in equal monthly installments over the remaining three years, subject to the individual's continued service through each vesting date.
4. Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the earlier of (i) the date on which the number of outstanding shares of Class B Common Stock represents less than 10% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock; (ii) ten years following the effective date of the Issuer's initial public offering; or (iii) the date specified by vote of the holders of a majority of the outstanding shares of Class B Common Stock, voting as a single class.
5. In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock (i) upon any transfer, whether or not for value (subject to certain exceptions), or (ii) in the event of the death or disability (as defined in the amended and restated certificate of incorporation of the Issuer) of the reporting person, shares of Class B Common Stock held by the reporting person or the reporting person's permitted estate planning entities will convert into Class A Common Stock.
6. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$28.5357 to \$28.5503 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-
Fact for Marka Hansen 04/03/2019

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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