

# **STITCH FIX, INC.**

Reported by  
**SMITH MIKE C.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 12/13/19 for the Period Ending 12/11/19

Address	1 MONTGOMERY STREET SUITE 1500 SAN FRANCISCO, CA, 94104
Telephone	415-882-7765
CIK	0001576942
Symbol	SFIX
SIC Code	5961 - Retail-Catalog and Mail-Order Houses
Industry	Internet Services
Sector	Technology
Fiscal Year	08/02

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL  
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continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person - <b>Smith Mike C.</b> (Last) (First) (Middle) <b>1 MONTGOMERY STREET, SUITE 1500</b> (Street) <b>SAN FRANCISCO, CA 94104</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Stitch Fix, Inc. [ SFIX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President and COO</b>
3. Date of Earliest Transaction (MM/DD/YYYY) <b>12/11/2019</b>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	12/11/2019		A		45655 (1)	A	\$27.55	93416	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$27.55	12/11/2019		A		81664	(2)	12/10/2029	Class A Common Stock	81664	\$0	81664	D	

#### Explanation of Responses:

- (1) The restricted stock units will vest in a series of 8 equal quarterly installments starting on 12/18/2019. All vesting is subject to the Reporting Person's continuous service through the applicable vesting date.
- (2) The option grant will vest in a series of 24 equal monthly installments starting on 12/11/2019. All vesting is subject to the Reporting Person's continuous service through the applicable vesting date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Mike C. 1 MONTGOMERY STREET, SUITE 1500 SAN FRANCISCO, CA 94104			President and COO	

#### Signatures

/s/ Scott Darling, Attorney-in-Fact for Mike Smith

12/13/2019

\*\*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.

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