

SNAP INC
Reported by
MERESMAN STANLEY J

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/20/20 for the Period Ending 02/18/20

Address 3000 31ST STREET
 SANTA MONICA, CA, 90405
Telephone (310) 399-3339
CIK 0001564408
Symbol SNAP
Fiscal Year 12/31

FORM 4

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

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

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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 [*] MERESMAN STANLEY J (Last) (First) (Middle) C/O SNAP INC., 2772 DONALD DOUGLAS LOOP NORTH (Street) SANTA MONICA, CA 90405 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol Snap Inc [SNAP] | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | | | |
| | | | 3. Date of Earliest Transaction (MM/DD/YYYY) 2/18/2020 | | | | | | | | | |
| | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 3A. 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 | 2/18/2020 | | S | | 27000 ⁽¹⁾ | D | \$17.4492 ⁽²⁾ | 100180 | | | D | |
| Class A Common Stock | 2/20/2020 | | S | | 27000 ⁽¹⁾ | D | \$17.043 ⁽³⁾ | 73180 | | | D | |

Table II - Derivative Securities 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. 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | | | | | | | | | |

Explanation of Responses:

- (1) The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.37 to \$17.525 per share, inclusive. 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.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.965 to \$17.1475 per share, inclusive. 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MERESMAN STANLEY J C/O SNAP INC. 2772 DONALD DOUGLAS LOOP NORTH SANTA MONICA, CA 90405 | X | | | |

Signatures

/s/ Atul Porwal, Attorney-in-fact

2/20/2020

Date

^{**}Signature of Reporting Person

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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