

SNAP INC
Reported by
O'SULLIVAN MICHAEL 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
SIC Code	7370 - Services-Computer Programming, Data Processing, Etc.
Industry	Software
Sector	Technology
Fiscal Year	12/31

FORM 4

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

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OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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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 * O'Sullivan Michael 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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) General Counsel
3. Date of Earliest Transaction (MM/DD/YYYY) 2/18/2020		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
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	2/18/2020		A		396627 (1)	A	\$0.00	1805303	D	
Class A Common Stock	2/18/2020		S		68061 (2)	D	\$17.2836 (3)	1737242	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				

Explanation of Responses:

- (1) Consists of 396,627 shares of Class A Common Stock issued to the reporting person as a restricted stock award, subject to a forfeiture condition. The forfeiture condition will lapse as to approximately 8.33% of the shares subject to the award on each of February 15, 2022, May 15, 2022, August 15, 2022, and November 15, 2022. Thereafter, the forfeiture condition will lapse as to the remaining shares subject to the award in four equal quarterly installments through November 15, 2023. If the reporting person dies while in continuous service, the forfeiture condition will lapse immediately as to 100% of the then unvested shares.
- (2) Represents the sale of shares to cover tax withholding obligations in connection with the settlement and release of restricted stock units ("RSUs") and the lapse of forfeiture restrictions of restricted stock awards issued by the issuer to the reporting person. Each RSU represents a contingent right to receive one share of issuer's Class A Common Stock.
- (3) The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.23 to \$17.37 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
O'Sullivan Michael J. C/O SNAP INC. 2772 DONALD DOUGLAS LOOP NORTH SANTA MONICA, CA 90405			General Counsel	

Signatures

/s/ Atul Porwal, Attorney-in-fact

2/20/2020

**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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