

WARBY PARKER INC.
Reported by
GC VENTURE V MANAGER, LLC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/13/21 for the Period Ending 10/08/21

Address 233 SPRING STREET
6TH FLOOR EAST
NEW YORK, NY, 10013
Telephone (646) 847-7215
CIK 0001504776
Symbol WRBY
Fiscal Year 12/31

FORM 4

[X] 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 -* General Catalyst Group V LP (Last) (First) (Middle) 20 UNIVERSITY ROAD, 4TH FLOOR (Street) CAMBRIDGE, MA 02138 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Warby Parker Inc. [WRBY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" 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) 10/8/2021		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	10/8/2021		J(1)		1213200	D	\$0	6066061	I	Directly held by General Catalyst Group V Supplemental, L.P. (2)(3)
Class A Common Stock	10/8/2021		J(4)		234614	A	\$0	234614	I	Directly held by General Catalyst Partners V, L.P. (2)(3)
Class A Common Stock	10/8/2021		J(5)		279556	D	\$0	0	I	Directly held by GC Venture V, LLC (2)(3)
Class A Common Stock	10/8/2021		J(6)		55914	A	\$0	55914	I	Directly held by GC Venture V Manager, LLC (2)(3)
Class A Common Stock	10/8/2021		J(7)		461772	D	\$0	0	I	Directly held by GC Venture V-B, LLC (2)(3)
Class A Common Stock	10/8/2021		J(8)		64332	A	\$0	120246	I	Directly held by GC Venture V Manager, LLC (2)(3)
Class A Common Stock	10/8/2021		S		239193	D	\$47.5258 (9)	1196467	I	Directly held by General Catalyst Group V, L.P. (2)(3)
Class A Common Stock	10/8/2021		S		89	D	\$49.0600	1196378	I	Directly held by General Catalyst Group V, L.P. (2)(3)
Class A Common Stock	10/8/2021		J(10)		22597	A	\$0	1218975	I	Directly held by General Catalyst Group V, L.P. (2)(3)
Class A Common Stock	10/8/2021		S		30308	D	\$47.5258 (9)	151593	I	Directly held by GC Entrepreneurs Fund V, L.P. (2)(3)
										Directly held by GC

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	10/8/2021		S		11	D	\$49.0600	151582	I	Entrepreneurs Fund V, L.P. (2)(3)
Class A Common Stock	10/8/2021		J(11)		472	A	\$0	152054	I	Directly held by GC Entrepreneurs Fund V, L.P. (2)(3)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Effective October 8, 2021, General Catalyst Group V Supplemental, L.P., a venture capital partnership, distributed in-kind, without consideration, a total of 1,213,200 shares of Class A Common Stock of the Issuer to its general and limited partners.
- (2) General Catalyst GP V, LLC ("GCGPV"), is the general partner of General Catalyst Partners V, L.P., which is the general partner of General Catalyst Group V, L.P. ("GCGV"), General Catalyst Group V Supplemental, L.P. ("GCGVS") and GC Entrepreneurs Fund V, L.P. ("GCEV"). General Catalyst Group Management Holdings GP, LLC ("GCGMH LLC"), is the general partner of General Catalyst Group Management Holdings, L.P. ("GCGMH"), which is the manager of General Catalyst Group Management, LLC ("GCGM"), which is the manager of GC Venture V Manager, LLC ("GCVV Manager"), which is the manager of GC Venture V, LLC ("GCVV") and GC Venture V-B, LLC ("GCVVB").
- (3) Joel Cutler and David Fialkow are managing directors of GCGPV, and, as a result, may be deemed to share voting and investment power with respect to the shares held by GCGV, GCGVS, and GCEV. Kenneth Chenault, Joel Cutler, David Fialkow and Hemant Taneja are managing members of GCGMH, LLC, and, as a result, may be deemed to share voting and investment power with respect to the shares held by GCVV and GCVVB. However, each Reporting Person disclaims beneficial ownership over such shares except to the extent of his or its pecuniary interest therein, if any.
- (4) Represents shares previously reported as held through GCGVS.
- (5) Effective October 8, 2021, GCVV, a venture capital partnership, distributed in-kind, without consideration, a total of 279,556 shares of Class A Common Stock of the Issuer to its members and manager.
- (6) Represents shares previously reported as held through GCVV.
- (7) Effective October 8, 2021, GCVVB, a venture capital partnership, distributed in-kind, without consideration, a total of 461,772 shares of Class A Common Stock of the Issuer to its members and manager.
- (8) Represents shares previously reported as held through GC Venture V-B, LLC.
- (9) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.52 to \$48.31, inclusive. The Reporting Persons undertakes to provide to the Issuer, any security holder, 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 ranges set forth in this.
- (10) On October 8, 2021, shares of Class A Common Stock of the Issuer held by limited partnerships were distributed in-kind, without consideration, to its underlying partners. As part of such distribution, GCGV received 22,597 shares of the Issuer's Class A Common Stock.
- (11) On October 8, 2021, shares of Class A Common Stock of the Issuer held by limited partnerships were distributed in-kind, without consideration, to its underlying partners. As part of such distribution, GCEV received 472 shares of the Issuer's Class A Common Stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
General Catalyst Group V LP 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138		X		
General Catalyst Group V Supplemental LP 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138		X		
GC Venture V, LLC 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138		X		
GC Venture V-B, LLC 20 UNIVERSITY ROAD, 4TH FLOOR		X		

CAMBRIDGE, MA 02138				
GC Venture V Manager, LLC 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138		X		
General Catalyst Partners V, L.P. 20 UNIVERSITY ROAD, 4TH FLOOR CAMBRIDGE, MA 02138		X		

Signatures

General Catalyst Group V, L.P., General Catalyst Partners V, L.P., General Catalyst GP V, LLC, General Catalyst Group Management LLC, General Catalyst, Group Management Holdings GP, LLC, /s/ Christopher McCain	10/13/2021
--Signature of Reporting Person	Date
General Catalyst Group V Supplemental, L.P., General Catalyst Partners V, L.P., General Catalyst GP V, LLC, General Catalyst Group Management LLC, General Catalyst, Group Management Holdings GP, LLC, /s/ Christopher McCain	10/13/2021
--Signature of Reporting Person	Date
GC Venture V, LLC, GC Venture V Manager, LLC, General Catalyst Group Management, LLC, General Catalyst Group Management Holdings, L.P., General Catalyst Group Management Holdings GP, LLC, /s/ Christopher McCain	10/13/2021
--Signature of Reporting Person	Date
GC Venture V-B, LLC, GC Venture V Manager, LLC, General Catalyst Group Management, LLC, General Catalyst Group Management Holdings, L.P., General Catalyst Group Management Holdings GP, LLC, /s/ Christopher McCain	10/13/2021
--Signature of Reporting Person	Date
GC Venture V Manager, LLC, General Catalyst Group Management, LLC, General Catalyst Group Management Holdings, L.P., General Catalyst Group Management Holdings GP, LLC, /s/ Christopher McCain	10/13/2021
--Signature of Reporting Person	Date
General Catalyst Partners V, L.P., General Catalyst GP V, LLC, General Catalyst Group Management LLC, General Catalyst, Group Management Holdings GP, LLC, /s/ Christopher McCain	10/13/2021
--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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