

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>LYNCH WILLIAM</u> (Last) (First) (Middle) C/O PELOTON INTERACTIVE, INC. 125 WEST 25TH STREET, 11TH FLOOR (Street) NEW YORK NY 10001 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PELOTON INTERACTIVE, INC. [PTON]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">President</p>
	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/24/2020		C		54,268 ⁽¹⁾	A	\$0	55,992 ⁽²⁾	D	
Class A Common Stock	03/24/2020		C		5,000 ⁽¹⁾	A	\$0	60,992	D	
Class A Common Stock	03/24/2020		S	⁽³⁾	53,175	D	\$24.3724 ⁽⁴⁾	7,817	D	
Class A Common Stock	03/24/2020		S	⁽³⁾	6,093	D	\$24.7232 ⁽⁵⁾	1,724	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					
Stock Option (right to buy Class B Common Stock)	\$2.89	03/24/2020		M		54,268		⁽⁶⁾	08/07/2027	Class B Common Stock ⁽⁷⁾	\$0	793,448	D	
Class B Common Stock	⁽⁷⁾	03/24/2020		M		54,268		⁽⁷⁾	⁽⁷⁾	Class A Common Stock	\$0	2,659,268	D	
Class B Common Stock	⁽⁷⁾	03/24/2020		C		54,268 ⁽⁸⁾		⁽⁷⁾	⁽⁷⁾	Class A Common Stock	\$0	2,605,000	D	
Stock Option (right to buy Class B Common Stock)	\$3.28	03/24/2020		M		5,000		⁽⁹⁾	04/01/2028	Class B Common Stock ⁽⁷⁾	\$0	748,456	D	
Class B Common Stock	⁽⁷⁾	03/24/2020		M		5,000		⁽⁷⁾	⁽⁷⁾	Class A Common Stock	\$0	2,610,000	D	
Class B Common Stock	⁽⁷⁾	03/24/2020		C		5,000 ⁽⁸⁾		⁽⁷⁾	⁽⁷⁾	Class A Common Stock	\$0	2,605,000	D	

Explanation of Responses:

- Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock.
- Includes 1,724 shares of Class A Common Stock acquired under the issuer's employee stock purchase plan on February 28, 2020.
- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.63 to \$24.62 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.63 to \$24.94 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.
- The option vested as to 25% of the total shares on February 9, 2018, then 2.0833% of the total shares vest monthly thereafter, with 100% of the total shares vested and exercisable on February 9, 2021, subject to the reporting person's provision of service to the issuer on each vesting date. The option provides for an early-exercise provision and is exercisable as to unvested shares, subject to the issuer's right of repurchase.
- Each share of the issuer's Class B Common Stock will automatically convert into one (1) share of the issuer's Class A Common Stock (a) at the option of the holder and (b) immediately prior to the close of business on the earliest of (i) ten (10) years from the closing of the issuer's initial public offering, (ii) the date on which the outstanding shares of Class B Common Stock represent less than one percent (1%) of the aggregate number of shares of Class A Common Stock and Class B Common Stock then outstanding or (iii) the date specified by the affirmative vote of the holders of Class B Common Stock representing not less than two-thirds (2/3) of the voting power of the outstanding shares of Class B Common Stock, voting separately as a single class, and has no expiration date.
- The holder elected to convert the Class B common stock to Class A common stock on a 1-for-1 basis.
- The option vests as to 2.0833% of the total shares monthly, commencing April 15, 2018, with 100% of the total shares vested on March 15, 2022, subject to the reporting person's provision of service to the issuer on

each vesting date. The option provides for an early-exercise provision and is exercisable as to unvested shares, subject to the issuer's right of repurchase.

Remarks:

/s/ Hisao Kushi as attorney-in-
fact for William Lynch

03/25/2020

** 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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