

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>TCV IX Cycle, L.P.</u> (Last) (First) (Middle) C/O TCV 250 MIDDLEFIELD ROAD (Street) MENLO PARK CA 94025 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) May be part of 13(d) group
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2019	
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	09/30/2019		P		1,220,480	A	\$29	1,220,480	D ⁽¹⁾	
Class A Common Stock	09/30/2019		P		344,375	A	\$29	344,375	I	TCV IX Cycle (A), L.P. ⁽²⁾
Class A Common Stock	09/30/2019		P		65,183	A	\$29	65,183	I	TCV IX Cycle (B), L.P. ⁽³⁾
Class A Common Stock	09/30/2019		P		94,100	A	\$29	94,100	I	TCV IX Cycle (MF), L.P. ⁽⁴⁾
Class A Common Stock								0	D ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾	

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	Title	Amount or Number of Shares				
Series D Preferred Stock	(6)	09/30/2019		C		1,810,043		(6)	(6)	Class B Common Stock ⁽⁷⁾	1,810,043	\$0	0	D ⁽¹⁾	
Series F Preferred Stock	(8)	09/30/2019		C		7,350,467		(8)	(8)	Class B Common Stock ⁽⁷⁾	7,350,467	\$0	0	D ⁽¹⁾	
Class B Common Stock	(7)	09/30/2019		C		9,160,510		(7)	(7)	Class A Common Stock	9,160,510	\$0	9,160,510	D ⁽¹⁾	
Series D Preferred Stock	(6)	09/30/2019		C		96,670		(6)	(6)	Class B Common Stock ⁽⁷⁾	96,670	\$0	0	I	TCV IX Cycle (B), L.P. ⁽³⁾
Series F Preferred Stock	(8)	09/30/2019		C		392,570		(8)	(8)	Class B Common Stock ⁽⁷⁾	392,570	\$0	0	I	TCV IX Cycle (B), L.P. ⁽³⁾
Class B Common Stock	(7)	09/30/2019		C		489,240		(7)	(7)	Class A Common Stock	489,240	\$0	489,240	I	TCV IX Cycle (B), L.P. ⁽³⁾
Series D Preferred Stock	(6)	09/30/2019		C		139,555		(6)	(6)	Class B Common Stock ⁽⁷⁾	139,555	\$0	0	I	TCV IX Cycle (MF), L.P. ⁽⁴⁾
Series F Preferred Stock	(8)	09/30/2019		C		570,620		(8)	(8)	Class B Common Stock ⁽⁷⁾	570,620	\$0	0	I	TCV IX Cycle (MF), L.P. ⁽⁴⁾
Class B Common Stock	(7)	09/30/2019		C		710,175		(7)	(7)	Class A Common Stock	710,175	\$0	710,175	I	TCV IX Cycle (MF), L.P. ⁽⁴⁾

**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	Title	Amount or Number of Shares				
Series D Preferred Stock	(6)	09/30/2019		C			510,727	(6)	(6)	Class B Common Stock ⁽⁷⁾	510,727	\$0	0	I	TCV IX (A), L.P. ⁽⁹⁾
Series F Preferred Stock	(8)	09/30/2019		C			2,074,031	(8)	(8)	Class B Common Stock ⁽⁷⁾	2,074,031	\$0	0	I	TCV IX (A), L.P. ⁽⁹⁾
Class B Common Stock	(7)	09/30/2019		C		2,584,758		(7)	(7)	Class A Common Stock	2,584,758	\$0	2,584,758	I	TCV IX (A), L.P. ⁽⁹⁾

1. Name and Address of Reporting Person*

[TCV IX Cycle, L.P.](#)

(Last) (First) (Middle)

C/O TCV
250 MIDDLEFIELD ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TCV IX Cycle \(A\), L.P.](#)

(Last) (First) (Middle)

C/O TCV
250 MIDDLEFIELD ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TCV IX Cycle \(B\), L.P.](#)

(Last) (First) (Middle)

C/O TCV
250 MIDDLEFIELD ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TCV IX Cycle GP, LLC](#)

(Last) (First) (Middle)

C/O TCV
250 MIDDLEFIELD ROAD

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TCV IX Cycle \(ME\), L.P.](#)

(Last) (First) (Middle)

C/O TCV
250 MIDDLEFIELD ROAD

(Street)
MENLO PARK CA 94025

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
TCV IX (A), L.P.		
(Last)	(First)	(Middle)
C/O TCV		
250 MIDDLEFIELD ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
TCV IX, L.P.		
(Last)	(First)	(Middle)
C/O TCV		
250 MIDDLEFIELD ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Technology Crossover Management IX, L.P.		
(Last)	(First)	(Middle)
C/O TCV		
250 MIDDLEFIELD ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Technology Crossover Management IX, Ltd.		
(Last)	(First)	(Middle)
C/O TCV		
250 MIDDLEFIELD ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
HOAG JAY C		
(Last)	(First)	(Middle)
C/O TCV		
250 MIDDLEFIELD ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

Explanation of Responses:

- These shares are directly held by TCV IX Cycle, L.P. ("Cycle IX"). Jay C. Hoag is a Class A Member of Technology Crossover Management IX, Ltd. ("Management IX") and a limited partner of Technology Crossover Management IX, L.P. ("TCM IX"). Management IX is the sole general partner of TCM IX, which in turn is the sole member of TCV IX Cycle GP, LLC ("TCV IX Cycle GP"), which in turn is the sole general partner of Cycle IX. Mr. Hoag, Management IX, TCM IX, TCV IX, L.P. and TCV IX Cycle GP may be deemed to beneficially own the shares held by Cycle IX but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- These shares are directly held by TCV IX Cycle (A), L.P. ("Cycle A IX"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX Cycle GP, which in turn is the sole general partner of Cycle A IX. Mr. Hoag, Management IX, TCM IX, TCV IX, L.P. and TCV IX Cycle GP may be deemed to beneficially own the shares held by Cycle A IX but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- These shares are directly held by TCV IX Cycle (B), L.P. ("Cycle B IX"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX Cycle GP, which in turn is the sole general partner of Cycle B IX. Mr. Hoag, Management IX, TCM IX, TCV IX, L.P. and TCV IX Cycle GP may be deemed to beneficially own the shares held by Cycle B IX but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- These shares are directly held by TCV Cycle IX (MF), L.P. ("Cycle MF IX"). Mr. Hoag is a Class A Member of Management IX and a limited partner of TCM IX. Management IX is the sole general partner of TCM IX, which in turn is the sole general partner of TCV IX, L.P., which in turn is the sole member of TCV IX Cycle GP, which in turn is the sole general partner of Cycle MF IX. Mr. Hoag is also a limited partner of TCV Member Fund, L.P., which is the sole limited partner of Cycle MF IX. Mr. Hoag, Management IX, TCM IX, TCV IX, L.P. and TCV IX Cycle GP may be deemed to beneficially own the shares held by Cycle MF IX but each disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
- Mr. Hoag is a Class A Member of Management IX and Technology Crossover Management X, Ltd. and a limited partner of TCM IX and Technology Crossover Management X, L.P. Mr. Hoag is a director of the issuer and directly owns no shares of the issuer.
- Each share of the issuer's Series D Preferred Stock automatically converted into (one) 1 share of the issuer's Class B Common Stock on September 30, 2019 in connection with the closing of the issuer's sale of its Class A Common Stock in its firm commitment initial public offering (the "IPO") pursuant to a registration statement on Form S-1 (File No. 333-233482) under the Securities Act of 1933, as amended (the "Registration Statement").

