

**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>Anderson Steven P.</u>  (Last) (First) (Middle) <u>C/O BASELINE VENTURES</u> <u>42 SHADY LANE</u>  (Street) <u>ROSS CA 94957</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Stitch Fix, Inc. [ SFIX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/21/2017</u>	

**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			

**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 Seed Preferred Stock	(1)	11/21/2017		C		7,035,655		(1)	(1)	Class B Common Stock	7,035,655	\$0.00	0	I	See Footnote(2)
Series A Preferred Stock	(1)	11/21/2017		C		2,650,645		(1)	(1)	Class B Common Stock	2,650,645	\$0.00	0	I	See Footnote(2)
Series A-1 Preferred Stock	(1)	11/21/2017		C		6,247,395		(1)	(1)	Class B Common Stock	6,247,395	\$0.00	0	I	See Footnote(2)
Series B Preferred Stock	(1)	11/21/2017		C		6,065,120		(1)	(1)	Class B Common Stock	6,065,120	\$0.00	0	I	See Footnote(3)
Series C Preferred Stock	(1)	11/21/2017		C		2,271,860		(1)	(1)	Class B Common Stock	2,271,860	\$0.00	0	I	See Footnote(4)
Class B Common Stock	(5)(6)	11/21/2017		C		24,270,675		(5)(6)	(7)	Class A Common Stock	24,270,675	\$0.00	24,622,309	I	See Footnote(8)

**Explanation of Responses:**

- Each share of Series Seed Preferred, Stock Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock and Series C Preferred Stock converted into one share of common stock upon the closing of the Issuer's initial public offering. The shares had no expiration date.
- The shares were held by Baseline Ventures 2009, LLC ("BV 2009"). Baseline Ventures 2009 Associates, LLC ("BVA 2009") is the general partner of BV 2009. The Reporting Person is the sole member of BVA 2009.
- The shares were held by Baseline Increased Exposure Fund, LLC ("BIE"). Baseline Increased Exposure Fund Associates, LLC ("BIEA") is the general partner of BIE. The Reporting Person is the sole member of BIEA.
- The shares were held as follows: 228,605 by Baseline Cable Car, LLC ("BCC"), 85,000 by Baseline Encore, L.P. ("BE"), 1,734,035 by BIE and 224,220 by BV 2009. Baseline Encore Associates, LLC ("BEA") is the general partner of BE. The Reporting Person is the sole member of BCC and BEA.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Class B Common Stock will convert automatically into Class A Common Stock on the earlier of (i) the date on which the number of outstanding shares of Class B Common Stock represents less than 10% of the aggregate combined number of outstanding shares of Class A Common Stock and Class B Common Stock; (ii) ten years following the effective date of the Issuer's initial public offering; or (iii) the date specified by vote of the holders of a majority of the outstanding shares of Class B Common Stock, voting as a single class.
- In addition, each share of Class B Common Stock will convert automatically into one share of Class A Common Stock (i) upon any transfer, whether or not for value (subject to certain exceptions), or (ii) in the event of the death or disability (as defined in the amended and restated certificate of incorporation of the Issuer) of the reporting person, shares of Class B Common Stock held by the reporting person or the reporting person's permitted estate planning entities will convert into Class A Common Stock.
- Not applicable.
- The shares are held as follows: 277,911 by BCC, 265,400 by BE, 7,921,083 by BIE and 16,157,915 by BV. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Steven Anderson

11/22/2017

\*\* 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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