FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

Name and Address of Reporting Person* <u>CALLAGHAN JON</u>						2. Issuer Name and Ticker or Trading Symbol PELOTON INTERACTIVE, INC. [PTON]									elationship ck all appli Directo	cable)	ng Pers	son(s) to Is		
(Last) 575 HIG	•	irst)	(Midc	lle)		3. Date of Earliest Transaction (Month/Day/Year) 12/09/2020									Officer below)	(give title		Other (below)	specify	
(Street) PALO ALTO CA 94301					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)								Line)	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)												reisoi	1				
4 70 50	2		le I	- Non-Deri					<u> </u>	_					_		I s o	manahin i	7. Nature of	
1. Title of Security (Instr. 3)			Date (Month/Day/Yea	ear) li	2A. Deemed Execution Day if any (Month/Day/		Co	Transaction Code (Instr. 8)		4. Securities Acq Of (D) (Instr. 3, 4		equired (A) or Disposed 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Owner Form: I (D) or Ir (I) (Inst	: Direct I Indirect I str. 4)	Indirect Beneficial Ownership			
							C	ode V	А	mount	(A) or (D)	Price		Transac	Reported Transaction(s) (Instr. 3 and 4)		<u> </u>	(Instr. 4)		
Class A (Common St	ock		12/09/2020				S	3(1)		3,515	D	\$110.	7403(2)	930	930,439			See footnote ⁽³⁾	
Class A C	Common St	ock		12/09/202	20			S	3(1)		1,500	D	\$111.	8813 ⁽⁴⁾	928	,939			See footnote ⁽³⁾	
Class A C	Common Stock 12/09/202		20			S	3(1)		1,300	D	\$112.	7692(5)	927	927,639			See footnote ⁽³⁾			
Class A (Class A Common Stock		12/09/202	20	0		S	S ⁽¹⁾		400	D	\$114.2 ⁽⁶⁾		927,239				See footnote ⁽³⁾		
Class A (Class A Common Stock			12/09/202	20			S	3(1)		500	D	\$114	\$ 114.848 ⁽⁷⁾		926,739			See footnote ⁽³⁾	
Class A C	Common St	ock		12/09/202	20			S	3(1)		3,212	D	\$116.	5355(8)	923	923,527			See footnote ⁽³⁾	
Class A C	ss A Common Stock		12/09/2020				S	3(1)		1,873	D	\$117.5056 ⁽⁹⁾		921,654				See footnote ⁽³⁾		
Class A C	llass A Common Stock		12/09/2020				S	3(1)		2,500 D \$118.65		6512(10)	2 ⁽¹⁰⁾ 919,15		,154		See footnote ⁽³⁾			
Class A Common Stock 12/0			12/09/202	20	0		S	g(1)		200	D	\$119.585(11)		918,954				See footnote ⁽³⁾		
		Т	able	e II - Deriva							sposed o , convert				Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	Deemed cution Date,	4. Trans	action (Instr.	5. Numb		er 6. Date E Expiratio (Month/D		cisable and	7. Title and Amount of Securities Underlying Derivative So (Instr. 3 and		curity	. Price of erivative ecurity nstr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactie (Instr. 4)	e C s F illy C	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	or No of	ımber						
Stock Option (right to buy Class A Common Stock)	\$110.79	12/09/2020			A		5,698		(12)		12/08/2030	Clas Com Sto	mon 5	,698	\$ 0	5,698	8	D		
	n of Respons	ses:																		

- 1. The sales reported were effected pursuant to a Rule 10b5-1 plan adopted by the reporting person.
- 2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.29 to \$111.26 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
- 3. These securities are held of record by a family trust controlled by the reporting person.
- 4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.36 to \$112.30 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.
- 5. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$112.39 to \$113.35 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.

- 6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.63 to \$114.56 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.
- 7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$114.65 to \$115.60 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.
- 8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.04 to \$116.99 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.
- 9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$117.04 to \$117.94 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.
- 10. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$118.17 to \$119.11 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.
- 11. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.58 to \$119.59 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.
- 12. The option vests as to 25% of the total shares quarterly on each of March 9, 2021, June 9, 2021 and September 9, 2021, with the final 25% vesting on the earlier of (i) December 9, 2021 and (ii) the 2021 annual stockholders meeting, subject to the reporting person's provision of service to the issuer on each vesting date.

Remarks:

/s/ Hisao Kushi as attorney-infact for Jonathan D. Callaghan

12/11/2020

** 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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