

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed 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>Foley John Paul</u> (Last) (First) (Middle) <u>C/O PELOTON INTERACTIVE, INC.</u> <u>125 WEST 25TH STREET, 11TH FLOOR</u> (Street) <u>NEW YORK NY 10001</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/25/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>PELOTON INTERACTIVE, INC. [PTON]</u>	
		4. 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) <u>COB and CEO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No securities beneficially held	0	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class B Common Stock	(1)	(1)	Class A Common Stock	6,166,232	(1)	D	
Series A Preferred Stock	(2)	(2)	Class B Common Stock ⁽¹⁾	200,000	(2)	D	
Stock Option (right to buy Class B Common Stock)	(3)	07/12/2025	Class B Common Stock ⁽¹⁾	1,420,000	0.1875	D	
Stock Option (right to buy Class B Common Stock)	(4)	04/19/2026	Class B Common Stock ⁽¹⁾	4,600,000	1.6646	D	
Stock Option (right to buy Class B Common Stock)	(5)	10/12/2027	Class B Common Stock ⁽¹⁾	1,400,000	2.89	D	
Stock Option (right to buy Class B Common Stock)	(6)	04/01/2028	Class B Common Stock ⁽¹⁾	1,200,000	3.28	D	
Stock Option (right to buy Class B Common Stock)	(7)	01/16/2029	Class B Common Stock ⁽¹⁾	3,100,000	8.82	D	
Stock Option (right to buy Class B Common Stock)	(8)	04/19/2026	Class B Common Stock ⁽¹⁾	40,000	0.7525	I	By spouse
Stock Option (right to buy Class B Common Stock)	(6)	04/01/2028	Class B Common Stock ⁽¹⁾	40,000	3.28	I	By spouse
Stock Option (right to buy Class B Common Stock)	(9)	04/25/2029	Class B Common Stock ⁽¹⁾	35,000	14.59	I	By spouse
Stock Option (right to buy Class B Common Stock)	(10)	04/25/2029	Class B Common Stock ⁽¹⁾	35,000	14.59	I	By spouse

Explanation of Responses:

- Each share of the issuer's Class B Common Stock will automatically be converted 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 ("IPO"), (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.
- Each share of the issuer's Series A Preferred Stock will automatically convert into one (1) share of the issuer's Class B Common Stock immediately upon the closing of the issuer's IPO and has no expiration date.
- The option is fully vested and exercisable.
- The option vests as to 2.0833% of the total shares monthly, commencing February 1, 2016, with 100% of the total shares vested on January 1, 2020, 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.
- The option vests as to 2.0833% of the total shares monthly, commencing September 25, 2017, with 100% of the total shares vested on August 25, 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.
- 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.

7. The option vests as to 2.0833% of the total shares monthly, commencing February 17, 2019, with 100% of the total shares vested on January 17, 2023, 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.
8. The option vests as to 2.0833% of the total shares monthly, commencing February 29, 2016, with 100% of the total shares vested on January 29, 2020, 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.
9. The option vests as to 2.0833% of the total shares monthly, commencing May 24, 2019, with 100% of the total shares vested on April 24, 2023, 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.
10. The option vests as to 40% of the total shares February 1, 2023, 30% of the total shares on February 1, 2024 and the remaining 30% of the total shares on February 1, 2026, 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 John P. Foley 09/25/2019

** 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 5 (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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