## FORM 4

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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*     Cortese Thomas						2. Issuer Name <b>and</b> Ticker or Trading Symbol PELOTON INTERACTIVE, INC. [ PTON ]										tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner				/ner	
	OTON IN	ΓERACTIVE, I		)		3. Date of Earliest Transaction (Month/Day/Year) 12/09/2020										Officer (give title Other (specify below) COO and Head of Prod. Dev.					
125 WEST 25TH STREET, ITTH FLOOK						1. If Ar	nendmen	t. Date	e of Orio	ginal F	iled (N	6. Indiv	dividual or Joint/Group Filing (Check Applicable								
(Street) NEW YO	Street) NEW YORK NY 10001						ı, Dan	<i>3</i> 0. 0	ga			Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person									
(City)	(\$	State)	(Zip)												, , ,						
			Table I	- Non-D	eriva	tive \$	Securit	ies A	Acqui	red,	Disp	osed o	f, or	3enefi	cially C	wned					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		ate,	3. Transaction Code (Instr. 8)					sposed	5. Amoun Securities Beneficia Owned For Reported	s Illy ollowing	Form (D) or	n: Direct r Indirect istr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
									Code	v	Amou	unt	(A) or (D) Price			Transacti (Instr. 3 a	ion(s)			,,	
Class A C	st) (First) D PELOTON INTERACTIVE, IN S WEST 25TH STREET, 11TH FI  eet) W YORK NY  () (State)  Ta  tle of Security (Instr. 3)  SS A Common Stock SS A Common			11/16	5/2020				G	v	6,2	250(1)	D		\$ <mark>0</mark>	4:	413		D		
Class A Common Stock		12/09/2020					С		40,	000(2)	A	\$0		40,413		B D					
Class A C	Common St	ock		12/09/2020				S <sup>(3)</sup>		4,	,946	D \$110.		.7711(4)	35,	,467		D			
Class A Common Stock			12/09	9/2020				S <sup>(3)</sup>		3,	,319	D	\$11	L.934 <sup>(5)</sup>	32,148			D			
Class A Common Stock			12/09	9/2020				S <sup>(3)</sup>		2,	,934	D	\$112	.8083(6)	29,214			D			
Class A Common Stock			12/09	/09/2020						1,	,900	D	\$114.3542 <sup>(7)</sup>		27,314			D			
Class A Common Stock			12/09	9/2020				S <sup>(3)</sup>		8,	,146	D	\$116.4838(8)		19,168			D			
Class A Common Stock 12/				12/09	9/2020				S <sup>(3)</sup>		9,	,655	D	\$117.2252 <sup>(9)</sup>		9,513			D		
Class A Common Stock 12/09			9/2020	20			S <sup>(3)</sup>		5,	,700	D	\$118.3554(10)		3,813			D				
Class A Common Stock 13			12/09	9/2020				S <sup>(3)</sup>		3,	,100	D	\$119.2355(1)		713			D			
Class A Common Stock 12/09.			9/2020				S <sup>(3)</sup>		3	300	D \$1		9.9(12)	413			D				
			Table	e II - De								sed of, onvertib				vned					
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative		Execution if any	Deemed 4. cution Date, Tra		action Instr.	5. Number of Derivative		f 6. Dat Expir (Mont		te Exercisable and ration Date th/Day/Year)		_		Amount s	8. Price of Derivative Security (Instr. 5)		ve es ally	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
					Code V (A) (D)			Date Exercis	sable	Expiratio Date	on of		Amount or Number of Shares		Transact (Instr. 4)						
Class B Common Stock	(13)	11/13/2020			G	V		65,	000	(13	3)	(13)	(13) C		65,000	\$0	1,154,922		D		
Class B Common Stock	(13)	11/13/2020			G	V	65,000			(13	(13) (13)		Co	Class A Common Stock 65,00		\$0	342,052		Ī	By The Harbor View Trust <sup>(14)</sup>	
Stock Option (right to buy Class B Common Stock)	\$0.7525	12/09/2020			М			40,	000	000 (15)		04/19/202	Class B Common Stock <sup>(13)</sup>		40,000	\$0	460,000		D		
Class B Common	(13)	12/09/2020			М		40,000			(13)		(13)	Class A Common 40		40.000	\$0	\$0 1.194.922		D		

## Explanation of Responses:

(13)

12/09/2020

Stock

Class B

Stock

1. Represents shares of the issuer's Class A Common Stock that the reporting person donated as a gift to a donor advised fund.

C

- 2. Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock.
- $3. \ The \ sales \ reported \ on \ this \ Form \ 4 \ were \ effected \ pursuant \ to \ a \ Rule \ 10b5-1 \ trading \ plan \ adopted \ by \ the \ reporting \ person.$
- 4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$110.40 to \$111.37 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.

(13)

40,000<sup>(16)</sup>

Stock

Class A

Commo Stock

(13)

40,000

\$<mark>0</mark>

1,154,922

D

<sup>5.</sup> The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$111.45 to \$112.44 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 \$112.47 to \$113.36 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 \$113.76 to 114.61 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 footnotes.
- 8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$115.80 to \$116.79 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 footnets.
- 9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$116.82 to \$117.75 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 \$117.82 to \$118.80 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 \$118.83 to \$119.73 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$119.88 to \$119.91 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.
- 13. 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 Stock and Class B 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.
- $14.\ These\ securities\ are\ held\ of\ record\ by\ Rachel\ Cortese\ and\ Craig\ Eckenthal,\ Trustees\ of\ The\ Harbor\ View\ Trust\ dated\ 12/22/2017.$
- 15. The option is fully vested and exercisable
- 16. The holder elected to convert the Class B common stock to Class A common stock on a 1-for-1 basis.

## Remarks:

/s/ Hisao Kushi as attorney-infact for Thomas Cortese

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.