

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Cotter Jennifer Cunningham</u>			2. Date of Event Requiring Statement (Month/Day/Year) 09/08/2022		3. Issuer Name and Ticker or Trading Symbol <u>PELOTON INTERACTIVE, INC. [PTON]</u>	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Content Officer		5. If Amendment, Date of Original Filed (Month/Day/Year)	
C/O PELOTON INTERACTIVE, INC. 441 NINTH AVENUE, SIXTH FLOOR					6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street)	(City)	(State)	(Zip)			
NEW YORK	NY		10001			

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)
Class A Common Stock	15,271	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			
Stock Option (right to buy Class B Common Stock)	(1)	06/13/2029	Class B Common Stock ⁽²⁾	159,604	14.59	D	
Stock Option (right to buy Class A Common Stock)	(3)	02/27/2030	Class A Common Stock	184,000	26.69	D	
Stock Option (right to buy Class A Common Stock)	(4)	09/15/2030	Class A Common Stock	80,109	82.59	D	
Stock Option (right to buy Class A Common Stock)	(5)	02/28/2031	Class A Common Stock	50,508	123.81	D	
Stock Option (right to buy Class A Common Stock)	(6)	08/31/2031	Class A Common Stock	33,759	100.04	D	
Stock Option (right to buy Class A Common Stock)	(7)	08/31/2031	Class A Common Stock	9,197	100.04	D	
Restricted Stock Unit (RSU)	(8)	(8)	Class A Common Stock	10,382	(9)	D	
Restricted Stock Unit (RSU)	(10)	(10)	Class A Common Stock	129,018	(9)	D	
Restricted Stock Unit (RSU)	(11)	(11)	Class A Common Stock	476,007	(9)	D	

Explanation of Responses:

- The option vests as to approximately 7,292 shares monthly, until fully vested on June 1, 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.
- 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 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.
- The option vests as to approximately 6,250 shares monthly, until fully vested on February 28, 2024, subject to the reporting person's provision of service to the issuer on each vesting date.
- The option vests as to approximately 5,007 shares quarterly, until fully vested on August 15, 2024, subject to the reporting person's provision of service to the issuer on each vesting date.
- The option vests as to approximately 3,157 shares quarterly, until fully vested on February 15, 2025 or the first trading date thereafter, subject to the reporting person's provision of service on each vesting date.
- The option vests as to approximately 2,110 shares quarterly, until fully vested on August 15, 2025, subject to the reporting person's provision of service to the issuer on each vesting date.
- The option vests as to approximately 767 shares quarterly, until fully vested on August 15, 2024, subject to the reporting person's provision of service to the issuer on each vesting date.
- The RSUs vest as to approximately 865 shares quarterly, until fully vested on August 15, 2025, subject to the reporting person's provision of service to the issuer on each vesting date.
- Each RSU represents a contingent right to receive one (1) share of the issuer's Class A common stock upon settlement for no consideration.
- The RSUs vest as to approximately 9,216 shares quarterly, until fully vested on February 15, 2026, subject to the reporting person's provision of service to the issuer on each vesting date.
- The RSUs vest as to approximately 29,751 shares quarterly, until fully vested on August 15, 2026, subject to the reporting person's provision of service to the issuer on each vesting date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Bart Goldstein as attorney-in-fact for Jennifer Cotter 09/19/2022

** 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.

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.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Caitlin Johnston, Bart Goldstein and Michal Flombaum, as long as they are providing services to

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of the Company, Forms 3, 4s and
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of l

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever

The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by the undersigned to e:

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4s and 5s with re
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of 9/12/2022.

/s/ Jennifer Cotter