

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>Cornils Kevin</u>			2. Date of Event Requiring Statement (Month/Day/Year) 08/18/2021		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) _____ <u>Chief Commercial Officer</u>			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	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				
Stock Option (right to buy Class B Common Stock)	(1)	10/25/2027	Class B Common Stock <sup>(2)</sup>	250,000	2.89	D
Stock Option (right to buy Class B Common Stock)	(3)	04/25/2029	Class B Common Stock <sup>(2)</sup>	200,000	14.59	D
Stock Option (right to buy Class B Common Stock)	(4)	04/25/2029	Class B Common Stock <sup>(2)</sup>	200,000	14.59	D
Stock Option (right to buy Class A Common Stock)	(5)	02/27/2030	Class A Common Stock	400,000	26.69	D
Stock Option (right to buy Class A Common Stock)	(6)	09/15/2030	Class A Common Stock	100,672	82.59	D
Stock Option (right to buy Class A Common Stock)	(7)	02/28/2031	Class A Common Stock	63,473	123.81	D

Explanation of Responses:

- The option vested as to 25% of the total shares on October 23, 2018, then 2.0833% of the total shares vest monthly, with 100% of the total shares vested on October 23, 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.
- 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 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 vests as to 40% of the total shares on February 1, 2022, 30% of the total shares on February 1, 2024 and 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 vests as to 2.0833% of the total shares monthly, commencing March 28, 2020, with 100% of the total shares 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 6.25% of the total shares quarterly, commencing November 15, 2020, with 100% of the total shares vested and exercisable 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 6.25% of the total shares quarterly, commencing May 15, 2021, with 100% of the total shares vested and exercisable on February 15, 2025, 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 Kevin Cornils 08/27/2021

\*\* 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 Hisao Kushi, Caitlin Johnston, Bart Goldstein and Michal Flombaum, as long as they are providing

- (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 5s
- (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 like

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 effect

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 respect to

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of 8/17/2021.

/s/ Kevin Cornils  
Kevin Cornils