

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person <sup>†</sup> <u>Cotter Jennifer Cunningham</u>  (Last) (First) (Middle) C/O PELOTON INTERACTIVE, INC. 441 NINTH AVENUE, SIXTH FLOOR  (Street) NEW YORK NY 10001  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PELOTON INTERACTIVE, INC. [ PTON ]</u>	5. 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 Content Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/15/2024		M		865	A	(1)	101,134	D	
Class A Common Stock	11/15/2024		M		9,216	A	(1)	110,350	D	
Class A Common Stock	11/15/2024		M		29,750	A	(1)	140,100	D	
Class A Common Stock	11/15/2024		M		14,817	A	(1)	154,917	D	
Class A Common Stock	11/15/2024		M		45,000	A	(1)	199,917	D	
Class A Common Stock	11/15/2024		M		61,814	A	(1)	261,731	D	
Class A Common Stock	11/15/2024		M		119,332	A	(1)	381,063	D	
Class A Common Stock	11/18/2024		S <sup>(2)</sup>		148,252	D	\$7.5154 <sup>(3)</sup>	232,811	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit (RSU)	(1)	11/15/2024		M		865		(4)	(4)	Class A Common Stock	865	\$0	2,596	D	
Restricted Stock Unit (RSU)	(1)	11/15/2024		M		9,216		(5)	(5)	Class A Common Stock	9,216	\$0	46,078	D	
Restricted Stock Unit (RSU)	(1)	11/15/2024		M		29,750		(6)	(6)	Class A Common Stock	29,750	\$0	208,253	D	
Restricted Stock Unit (RSU)	(1)	11/15/2024		M		14,817		(7)	(7)	Class A Common Stock	14,817	\$0	133,348	D	
Restricted Stock Unit (RSU)	(1)	11/15/2024		M		45,000		(8)	(8)	Class A Common Stock	45,000	\$0	495,000	D	
Restricted Stock Unit (RSU)	(1)	11/15/2024		M		61,814		(9)	(9)	Class A Common Stock	61,814	\$0	803,571	D	
Restricted Stock Unit (RSU)	(1)	11/15/2024		M		119,332		(10)	(10)	Class A Common Stock	119,332	\$0	835,322	D	

**Explanation of Responses:**

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- The sale of shares is for the sole purpose of covering the Reporting Person's tax liability with respect to the settlement of RSUs.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.4550 to \$7.5950 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.

4. The RSUs vest as to 6.25% of the total shares quarterly, commencing November 15, 2021, with 100% of the total shares vested on August 15, 2025, subject to the reporting person's provision of service to the issuer on each vesting date.
5. The RSUs vest as to 6.25% of the total shares quarterly, commencing May 15, 2022, with 100% of the total shares vested on February 15, 2026, subject to the reporting person's provision of service to the issuer on each vesting date.
6. The RSUs vest as to 6.25% of the total shares quarterly, commencing November 15, 2022, with 100% of the total shares vested on August 15, 2026, subject to the reporting person's provision of service to the issuer on each vesting date.
7. The RSUs vest as to 6.25% of the total shares quarterly, commencing May 15, 2023, with 100% of the total shares vested on February 15, 2027, subject to the reporting person's provision of service to the issuer on each vesting date.
8. The RSUs vest as to 6.25% of the total shares quarterly, commencing November 15, 2023, with 100% of the total shares vested on August 15, 2027, subject to the reporting person's provision of service to the issuer on each vesting date.
9. The RSUs vest as to 6.25% of the total shares quarterly, commencing May 15, 2024, with 100% of the total shares vested on February 15, 2028, subject to the reporting person's provision of service to the issuer on each vesting date.
10. The RSUs vest as to 12.50% of the total shares quarterly, commencing November 15, 2024, with 100% of the total shares vested on August 15, 2026, subject to the reporting person's provision of service to the issuer on each vesting date.

**Remarks:**

[/s/ Bart Goldstein as attorney-](#)  
[in-fact for Jennifer Cotter](#)      [11/19/2024](#)

\*\* 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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