

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Foley John Paul</u>			2. Issuer Name and Ticker or Trading Symbol <u>PELTON INTERACTIVE, INC. [ PTON ]</u>			5. 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) <b>COB and CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/30/2021</u>			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		
C/O PELTON INTERACTIVE, INC. 441 NINTH AVENUE, SIXTH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEW YORK NY 10001</u>								
(City) (State) (Zip)								

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	08/30/2021		M		1,128	A	(1)	1,128	I	By spouse
Class A Common Stock	08/31/2021		S(2)		376	D	\$100.173(3)	752	I	By spouse
Class A Common Stock	08/31/2021		S		110	D	\$100.9126(4)	642	I	By spouse
Class A Common Stock								200,000	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	Amount or Number of Shares				
Restricted Stock Unit (RSU)	(1)	08/30/2021		A		1,128		(5)	(5)	Class A Common Stock	1,128	\$0	1,128	I	By spouse
Restricted Stock Unit (RSU)	(1)	08/30/2021		M			1,128	(5)	(5)	Class A Common Stock	1,128	\$0	0	I	By spouse
Stock Option (right to buy Class A Common Stock)	\$100.04	09/01/2021		A		278,022		(6)	08/31/2031	Class A Common Stock	278,022	\$0	278,022	D	
Stock Option (right to buy Class A Common Stock)	\$100.04	09/01/2021		A		61,512		(7)	08/31/2031	Class A Common Stock	61,512	\$0	61,512	D	
Class A Common Stock	\$100.04	09/01/2021		A		2,656		(8)	08/31/2031	Class A Common Stock	2,656	\$0	2,656	I	By spouse
Class A Common Stock	\$100.04	09/01/2021		A		5,064		(6)	08/31/2031	Class A Common Stock	5,064	\$0	5,064	I	By spouse

Explanation of Responses:

- 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 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 \$99.71 to \$100.70 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.73 to \$101.24 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.
- The RSUs are fully vested as of the date of grant.
- The option vests as to 6.25% of the total shares quarterly, commencing November 15, 2021, with 100% of the total shares vested and exercisable on August, 2025, subject to the reporting person's provision of service to the issuer on each vesting date.
- The option vests as to 8.33% of the total shares quarterly, commencing November 15, 2021, 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 8.34% of the total shares quarterly, commencing November 15, 2021, 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.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Bart Goldstein as attorney-in-fact for 09/03/2021  
John P. Foley

\*\* 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.

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 8/18/2021.

/s/ John Foley  
John Foley