| SEC For | m 4 FORM | л | | - ה פ | тат | ES | SECH | | | ר | XCHAN | | MMIC | SION | | | | |
|---|---|--|-------------------------------------|---|---|--|---|--|---|---------------------------------|---|--|---|--|--|---|--|--|
| | FURIN | 4 | ONIT | | | LJ | 3200 | | ton, D.C. | | | | | SIGN | | OMB | APPRO | VAL |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). | | | | TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | | | | | | | | | | | | | | 3235-0287 |
| | | | | | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 | | | | | | | | | | Estimated average burden hours per response: 0.5 | | | |
| Instruc | | | | | | or Se | ant to Sec ection 30(I | tion 16(a) h) of the li | of the Se | t Co | mpany Act of 2 | Act of 193 1940 | 34 | | <u></u> | | | |
| 1. Name and Address of Reporting Person* | | | | | | | | | | | | | | elationship of Reporting Person(s) to Issuer eck all applicable) | | | | |
| Cortese Thomas | | | | | _[| | | | | | | | Director Officer (r | Director 10% Owner Officer (give title Other (specify | | | | |
| (Last) (First) (Middle) | | | | | 3 | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | | below) below) | | | | |
| C/O PELOTON INTERACTIVE, INC. | | | | | 05/20/2021 | | | | | | | | COO and Head of Prod. Dev. | | | | | |
| 125 WE | ST 25TH S | TREET, 11TH F | LOOR | | | | | | | | | | | | | | | |
| (Street) | | | | | 4 | 4. If Ar | nendment | t, Date of | Original F | iled | (Month/Day/Ye | ear) | Line) | ividual or Joi | - | • • | | |
| NEW YORK NY 10001 | | | | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (5 | State) | (Zip) | | | | | | | | | | | | a by more | o uluit i | | |
| | | Т | able I - N | on-De | erivat | tive | Securit | ies Acq | uired, | Dis | posed of, | or Ben | eficially | Owned | | | | |
| 1. Title of Security (Instr. 3) | | | | 2. Transactior Date (Month/Day/Yo | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | |) or 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership |
| | | | | | | | | [| Code V | 4 | Amount | (A) or (D) | Price | Transactio | | | | (Instr. 4) |
| Class A G | Common St | ock | | 05/2 | 05/20/2021 | | | | C | | 40,000 ⁽¹⁾ | Α | \$ <mark>0</mark> | 40,413 | | D | | |
| Class A G | Common St | ock | | 05/2 | 20/202 | 2021 | | | S ⁽²⁾ | | 40,000 | D | \$100.02 ⁽³ | 413 | | D | | |
| Class A (| Common St | ock | | | | | | | | | | | | 106, | 000 | | Ι | By LLC |
| | | | Table II | Dori | i. <i></i> | - | | | | | | | | | | | | |
| | | | Table II | | | | | | | | osed of, o | | | wned | | | | |
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | (e.g | | | | rrants, | option | is, c | osed of, o convertible | e secur | | wned | 9. Numb | er of | 10. | 11. Nature |
| 1. Title of Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative | 3. Transaction Date (Month/Day/Year) | | (e.g | ., pu | ts, Ca | 5. Num Derivati Securiti Acquire Dispose | ber of ive ies ed (A) or ed of (D) | option | Exer | convertible | 7. Title a of Securi Underlyi | ities) nd Amount ties ng e Security | | derivativ Securitie Beneficia Owned | re es ally | Ownershi Form: Direct (D) or Indirec | p of Indirect Beneficial Ownershij t (Instr. 4) |
| Derivative Security | Conversion or Exercise Price of | Date | 3A. Deemed Execution I if any | (e.g | 4. Transa Code (| ts, Ca | 5. Num Derivati Securiti Acquire Dispose | per of ive ies ed (A) or | 6. Date Expiration | Exer | convertible | 7. Title and of Securi Underlyin Derivativ | ities) nd Amount ties ng e Security and 4) Amount | 8. Price of Derivative Security | derivativ Securitie Beneficia Owned Followin Reported Transact | re es ally g d tion(s) | Ownershi Form: Direct (D) | p of Indirect Beneficial Ownershij t (Instr. 4) |
| Derivative Security | Conversion or Exercise Price of Derivative | Date | 3A. Deemed Execution I if any | (e.g ^d Date, /Year) | ., pui 4. Transa Code (8) | ts, ca action (Instr. | alls, wa 5. Numb Derivati Securiti Acquire Dispose (Instr. 3 | errants, ber of ive ed (A) or ed of (D) , 4 and 5) | Option 6. Date Expirati (Month/ | Exer ion D Day | convertible recisable and bate Year) Expiration | 7. Title a of Securi Underlyi Derivativ (Instr. 3 a | ities) and Amount ties ag e Security and 4) Amount or Number of | 8. Price of Derivative Security | derivativ Securitie Beneficia Owned Followin Reported | re es ally g d tion(s) | Ownershi Form: Direct (D) or Indirec | p of Indirect Beneficial Ownershij t (Instr. 4) |
| Class B Common | Conversion or Exercise Price of Derivative | Date | 3A. Deemed Execution I if any | (e.g ^d Date, /Year) | 4. Transa Code (| ts, ca action (Instr. | 5. Num Derivati Securiti Acquire Dispose | ber of ive ies ed (A) or ed of (D) | 6. Date Expirati (Month/ | IS, C Exer ion D /Day/ | convertible recisable and bate Year) Expiration | 7. Title au of Securi Underlyi Derivativ (Instr. 3 a Title | ities) and Amount ties ag e Security and 4) Amount or Number of Shares | 8. Price of Derivative Security | derivativ Securitie Beneficia Owned Followin Reported Transact | re es ally g d tion(s) | Ownershi Form: Direct (D) or Indirec | p of Indirect Beneficial Ownershij t (Instr. 4) |
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | Date (Month/Day/Year) | 3A. Deemed Execution I if any | (e.g ^d Date, /Year) | ., pui 4. Transa Code (8) Code | ts, ca action (Instr. | alls, wa 5. Numb Derivati Securiti Acquire Dispose (Instr. 3 | (D) | Option 6. Date Expirati (Month/ Date Exercis | Exer ion E /Dayl | convertible cisable and bate Year) Expiration Date | 7. Title au of Securi Underlyin Derivativ (Instr. 3 a Title Class A | ities) and Amount ties ag e Security and 4) Amount or Number of Shares | 8. Price of Derivative Security (Instr. 5) | derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4) | e es ally g d tion(s) 922 | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 | p of Indirect Beneficial Ownershij t (Instr. 4) |
| Class B Common Stock | Conversion or Exercise Price of Derivative Security (4) | Date (Month/Day/Year) | 3A. Deemed Execution I if any | (e.g ^d Date, /Year) | ., put 4. Transa Code (8) Code G | ts, ca action (Instr. | alls, wa 5. Numi Derivati Securiti Securiti Dispose (Instr. 3 (A) | (D) | 6. Date Expirati (Month/ Date Exercis | Exer ion E /Day | Expiration Date (4) | Secur 7. Title ai of Securi Underlyi Derivative (Instr. 3 ai Title Class A Common Stock Class A Common | ities) d Amount ties 19 e Security nd 4) Amount or Number of Shares 25,000 | 8. Price of Derivative Security (Instr. 5) | derivativ Securitie Beneficia Owned Followin Reporter Transact (Instr. 4) | re es ally g d tion(s) 922 | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 | p of Indirect Beneficial Ownershij (Instr. 4) |
| Class B Common Stock Class B Common Stock | Conversion or Exercise Price of Derivative Security (4) (4) | Date (Month/Day/Year) 05/14/2021 05/14/2021 | 3A. Deemed Execution I if any | (e.g ^d Date, /Year) | ., put 4. Transa Code (8) Code G | ts, ca action (Instr. V V | alls, wa 5. Numi Derivati Securiti Securiti Dispose (Instr. 3 (A) | corrections of the second seco | Option 6. Date Expirati (Month/ Date Exercis (4) (4) | sable | Expiration Date (4) (4) (4) | Securitaria 7. Title au of Securit Underlyi Derivativ (Instr. 3 a Title Class A Common Stock Class A Common Stock | ities) ad Amount ties 19 e Security nd 4) Amount or Number of Shares 25,000 | 8. Price of Derivative Security (Instr. 5) \$0 \$0 | derivativ Securitie Benefici: Owned Followin Reportee Transact (Instr. 4) 1,079; 261,0 | re es ally g d tion(s) 922 922 922 | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 | p of Indirect Beneficial Ownershij (Instr. 4) |
| Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock | Conversion or Exercise Price of Derivative Security (4) (4) (4) | Date (Month/Day/Year) 05/14/2021 05/14/2021 | 3A. Deemed Execution I if any | (e.g ^d Date, /Year) | -, put 4. Transc Code (8) Code G G G | ts, ca action (Instr. V V V V | alls, wa 5. Numi Derivati Securiti Acquire Dispose (Instr. 3 (A) (A) 25,000 | corrections of the second seco | Option 6. Date Expirati (Month/ Date Exercis (4) (4) | Sable | Expiration Date (4) (4) (4) | Secur A Secur A Tritle au of Secur Underlyi Derivativ (Instr. 3 a Tritle Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock | ities) Ind Amount ties 19 e Security Ind 4) Amount or Number of Shares 25,000 50,000 | 8. Price of Derivative Security (Instr. 5) \$0 \$0 \$0 | derivativ Securitie Beneficio Owned Followin Reported Transact (Instr. 4) 1,079, 261,0 | re es ally g d tion(s) 922 922 922 00 | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 D | p of Indirect Beneficial Ownershi (Instr. 4) By LLC |
| Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock Stock Stock Stock Stock Stock Stock Stock Stock | Conversion or Exercise Price of Derivative Security (4) (4) (4) (4) (4) | Date (Month/Day/Year) 05/14/2021 05/14/2021 05/14/2021 | 3A. Deemed Execution I if any | (e.g ^d Date, /Year) | ., put 4. Transa Code (8) Code G G G G G | ts, ca action (Instr. V V V V | alls, wa 5. Numi Derivati Securiti Acquire Dispose (Instr. 3 (A) (A) 25,000 | crrants, per of ve les d (A) or ed of (D) , 4 and 5) (D) 25,000 50,000 | Option 6. Date Expirati (Month/ Date Exercis (4) (4) (4) (4) (4) | sable | Expiration Date (4) (4) (4) (4) (4) | Securi 7. Title ai of Securi Underlyii Derivativi (Instr. 3 ai Title Class A Common Stock Class A Common Stock Class A Common Stock Class A Common Stock Class B Common | ities) Ind Amount ties 19 e Security Ind 4) Amount or Number of Shares 25,000 50,000 50,000 | 8. Price of Derivative Security (Instr. 5) \$0 \$0 \$0 \$0 \$0 \$0 \$0 | derivativ Securitie Beneficio Owned Followin Reported Transact (Instr. 4) 1,079, 261,0 1,029, 50,00 | re es ally g d tion(s) 9222 9222 00 00 | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 D I I I | p of Indirect Beneficial Ownershi (Instr. 4) By LLC |
| Class B Common Stock Class B Common Stock Class B Common Stock Class B Common Stock Stock Stock Stock Stock Option (right to buy Class B Common Stock Option (right to buy Class B Common Stock Stock Option (right to buy Class B Common Stock | Conversion or Exercise Price of Derivative Security (4) (4) (4) (4) (4) (4) (4) (4) | Date Month/Day/Year) 05/14/2021 05/14/2021 05/14/2021 05/14/2021 05/14/2021 05/14/2021 05/20/2021 05/20/2021 | 3A. Deemed Execution I if any | (e.g ^d Date, /Year) | , put 4. Transa Code (8) Code G G G G G M | ts, ca action (Instr. V V V V | alls, wa 5. Numi Derivati Securiti Acquire Dispose (Instr. 3 (A) 25,000 50,000 | crrants, per of ve les d (A) or ed of (D) , 4 and 5) (D) 25,000 50,000 | Option 6. Date Expirati (Month/ Date Exercise (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) | asable | Expiration Date (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4) | Secur Article au of Secur Underlyi Derivativ (Instr. 3 a Tritle Class A Common Stock Class A Common Stock | ities) Id Amount ties 19 e Security and 4) Amount or Number of Shares 25,000 50,000 50,000 40,000 | 8. Price of Derivative Security (Instr. 5) \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 | derivativ Securitie Beneficio Owned Followin Reported Transact (Instr. 4) 1,079, 261,0 1,029, 50,00 | re salaly ally g d dion(s) 922 922 922 00 00 922 | Ownershi Form: Direct (D) or Indirec (I) (Instr. 4 D I D I D D | p of Indirect Beneficial Ownershij (Instr. 4) By LLC |

Explanation of Responses:

1. Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock.

2. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.00 to \$100.15 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. 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.

5. These securities are held of record by TPC 2021 GRAT 2.

6. The option is fully vested and exercisable.

7. The holder elected to convert the Class B common stock to Class A common stock on a 1-for-1 basis.

8. These securities are held of record by TPC 2021 GRAT I.

Remarks:

/s/ Hisao Kushi as attorney-in- 05/24/2021 fact for Thomas Cortese

** 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.