

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <b>LYNCH WILLIAM</b> <hr/> (Last) (First) (Middle) <b>C/O PELOTON INTERACTIVE, INC.</b> <b>441 NINTH AVENUE, SIXTH FLOOR</b> <hr/> (Street) <b>NEW YORK NY 10001</b> <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>PELOTON INTERACTIVE, INC. [ PTON ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>02/16/2022</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
			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	02/16/2022		M		14,997	A	\$0 <sup>(1)</sup>	74,736	D	
Class A Common Stock	02/16/2022		M		10,774	A	\$0 <sup>(1)</sup>	85,510	D	
Class A Common Stock	02/17/2022		s <sup>(2)</sup>		6,250	D	\$32.4912 <sup>(3)</sup>	79,260	D	
Class A Common Stock								7,200	I	By GRAT 1 <sup>(4)</sup>
Class A Common Stock								1,635	I	By GRAT 2 <sup>(4)</sup>
Class A Common Stock								1,100	I	By GRAT 3 <sup>(4)</sup>
Class A Common Stock								2,000	I	By GRAT 4 <sup>(4)</sup>
Class A Common Stock								2,000	I	By GRAT 5 <sup>(4)</sup>

**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					
Restricted Stock Unit (RSU)	(1)	02/16/2022		M			14,997	(5)	(5)	Class A Common Stock	\$0	0	D	
Restricted Stock Unit (RSU)	(1)	02/16/2022		M			10,774	(6)	(6)	Class A Common Stock	\$0	0	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 \$32.0616 to \$32.8863 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.
- These securities are held of record by a grantor retained annuity trust for which the reporting person is the trustee and sole annuitant.
- Pursuant to the terms of his severance arrangement and in connection with his transition from the role of President, 14,997 of Mr. Lynch's RSUs vested immediately and the remaining 41,240 were cancelled.
- Pursuant to the terms of his severance arrangement and in connection with his transition from the role of President, 10,774 of Mr. Lynch's RSUs vested immediately and the remaining 18,854 were cancelled.

**Remarks:**

/s/ Bart Goldstein as attorney- 02/17/2022  
in-fact for William Lynch

\*\* 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.**