

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

1. Name and Address of Reporting Person* <u>Foley John Paul</u> _____ (Last) (First) (Middle) C/O PELOTON INTERACTIVE, INC. 125 WEST 25TH STREET, 11TH 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) COB and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2020	
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	11/09/2020		s ⁽¹⁾		790	D	\$94.6735 ⁽²⁾	299,210	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		863	D	\$95.6021 ⁽³⁾	298,347	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		1,645	D	\$96.8569 ⁽⁴⁾	296,702	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		1,890	D	\$97.728 ⁽⁵⁾	294,812	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		6,625	D	\$98.9102 ⁽⁶⁾	288,187	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		7,116	D	\$99.7994 ⁽⁷⁾	281,071	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		5,324	D	\$100.8213 ⁽⁸⁾	275,747	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		4,455	D	\$101.7991 ⁽⁹⁾	271,292	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		12,868	D	\$103.0227 ⁽¹⁰⁾	258,424	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		9,159	D	\$103.8047 ⁽¹¹⁾	249,265	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		12,221	D	\$104.9409 ⁽¹²⁾	237,044	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		19,234	D	\$105.8447 ⁽¹³⁾	217,810	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		11,620	D	\$106.7983 ⁽¹⁴⁾	206,190	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		6,064	D	\$107.7921 ⁽¹⁵⁾	200,126	D	
Class A Common Stock	11/09/2020		s ⁽¹⁾		126	D	\$108.3938 ⁽¹⁶⁾	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)					

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person and previously referenced in the issuer's Form 8-K filed on September 22, 2020.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.17 to \$95.01 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 \$95.19 to \$96.11 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 \$96.29 to \$97.25 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 \$97.29 to \$98.28 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.

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6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.29 to \$99.28 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.

7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.30 to \$100.28 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.

8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$100.31 to \$101.29 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.

9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.31 to \$102.24 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.

10. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.35 to \$103.34 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.

11. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$103.35 to \$104.34 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.

12. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$104.35 to \$105.34 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.

13. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$105.35 to \$106.34 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.

14. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$106.35 to \$107.34 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.

15. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$107.35 to \$108.29 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.

16. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$108.37 to \$108.40 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.

Remarks:

/s/ Hisao Kushi as attorney-in-
fact for John P. Foley 11/12/2020

** 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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