

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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* <u>Zimmer John Patrick</u>  (Last) (First) (Middle) C/O LYFT, INC. 185 BERRY STREET, SUITE 5000  (Street) SAN FRANCISCO CA 94107  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Lyft, Inc. [ LYFT ]</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)  President
	3. Date of Earliest Transaction (Month/Day/Year) 04/02/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

**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			
Common Stock	04/02/2019		J <sup>(1)</sup>		500,620	D	(1)	0	I	See Footnote <sup>(2)</sup>
Common Stock	04/02/2019		J <sup>(1)</sup>		909,605	D	(1)	0	I	See Footnote <sup>(3)</sup>
Common Stock	04/02/2019		J <sup>(1)</sup>		5,064,276	D	(1)	0	D	
Class A Common Stock	04/02/2019		J <sup>(1)</sup>		500,620	A	(1)	500,620	I	See Footnote <sup>(2)</sup>
Class A Common Stock	04/02/2019		J <sup>(1)</sup>		909,605	A	(1)	909,605	I	See Footnote <sup>(3)</sup>
Class A Common Stock	04/02/2019		J <sup>(1)</sup>		5,064,276	A	(1)	5,064,276 <sup>(4)</sup>	D	
Class A Common Stock	04/02/2019		J <sup>(5)</sup>		500,620	D	(5)	0	I	See Footnote <sup>(2)</sup>
Class A Common Stock	04/02/2019		J <sup>(5)</sup>		909,605	D	(5)	0	I	See Footnote <sup>(3)</sup>
Class A Common Stock	04/02/2019		J <sup>(5)</sup>		3,680,302	D	(5)	1,383,974 <sup>(6)</sup>	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
Class B Common Stock	(7)	04/02/2019		J <sup>(5)</sup>		500,620		(7)	(7)	Class A Common Stock	500,620	\$0.00	500,620	I	See Footnote <sup>(2)</sup>
Class B Common Stock	(7)	04/02/2019		J <sup>(5)</sup>		909,605		(7)	(7)	Class A Common Stock	909,605	\$0.00	909,605	I	See Footnote <sup>(3)</sup>
Class B Common Stock	(7)	04/02/2019		J <sup>(5)</sup>		3,680,302		(7)	(7)	Class A Common Stock	3,680,302	\$0.00	3,680,302	D	

**Explanation of Responses:**

- Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock was automatically reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- These shares are held by The John Zimmer Living Trust dated July 30, 2015, for which Mr. Zimmer serves as trustee.
- These shares are held by The Zimmer 2014 Irrevocable Trust dated June 16, 2014.
- Certain of these securities are restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock, subject to the applicable vesting schedule and conditions of each restricted stock unit.
- Following the reclassification of Common Stock into Class A Common Stock, certain shares of Class A Common Stock were exchanged at a 1:1 ratio for shares of Class B Common Stock in a transaction previously approved by the Issuer's board of directors.
- These securities are restricted stock units. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock, subject to the applicable vesting schedule and conditions of each restricted stock unit.
- Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

**Remarks:**

/s/ David Le, by power of attorney 04/04/2019

\*\* 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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