

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Lyft, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

55087P104

(CUSIP Number)

December 31, 2020

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

1	NAMES OF REPORTING PERSONS Rakuten, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Not Applicable (a) "" (b) ""	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Japan	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 31,407,623 (see Item 4)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 31,407,623 (see Item 4)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,407,623 (see Item 4)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* "" Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.17%	
12	TYPE OF REPORTING PERSON* CO	

1	NAMES OF REPORTING PERSONS Liberty Holdco Ltd.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Not Applicable (a) " (b) "	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 31,395,679 (see Item 4)
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 31,395,679 (see Item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,407,623 (see Item 4)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* " Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.17%	
12	TYPE OF REPORTING PERSON* CO	

1	NAMES OF REPORTING PERSONS Hiroshi Mikitani	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* Not Applicable (a) " (b) "	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Japan	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 31,407,623 (see Item 4)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 31,407,623 (see Item 4)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 31,407,623 (see Item 4)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* " Not Applicable	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 10.17%	
12	TYPE OF REPORTING PERSON* IN	

\*SEE INSTRUCTIONS

Item 1(a). Name of Issuer:

The name of the issuer is Lyft, Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

The address of the principal executive offices of the Issuer is 185 Berry Street, Suite 5000, San Francisco, CA 94107.

Item 2(a). Name of Person Filing:

Rakuten, Inc. ("Rakuten"), Liberty Holdco Ltd. ("Liberty") and Hiroshi Mikitani ("Mr. Mikitani") are collectively referred to herein as the "Reporting Persons."

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal business address of each of the Reporting Persons is 1-14-1, Tamagawa, Setagaya-ku, Tokyo, Japan 158-0094.

Item 2(c). Citizenship:

Rakuten is a corporation organized under the laws of Japan; Liberty is a corporation organized under the laws of the Cayman Islands; and Mr. Mikitani is a citizen of Japan.

Item 2(d). Title of Class of Securities:

The class of equity securities to which this Statement relates are the Class A common stock, par value \$0.00001, of the Issuer (the "Common Stock").

Item 2(e). CUSIP Number:

The CUSIP number of the shares of Common Stock is 55087P104.

Item 3. If this Statement is filed pursuant to §240.13d-1(b), or §240.13d-2(b) or (c), check whether the filing person is a:

- (a)  Broker or dealer registered under Section 15 of the Act.
  - (b)  Bank, as defined in Section 3(a)(6) of the Act.
  - (c)  Insurance company, as defined in Section 3(a)(19) of the Act.
  - (d)  Investment company registered under Section 8 of the Investment Company Act of 1940.
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
-

- (g) o A parent holding company or control person, in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) o A savings association, as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) o A church plan, that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j) o A non-US institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) o Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership:

- (a) Amount beneficially owned: As of October 21, 2020, Liberty was the record owner of 31,395,679 shares of the Issuer's Common Stock. Mr. Mikitani is the record owner of 11,944 restricted stock units, each representing a contingent right to receive one share of the Issuer's Common Stock. Liberty is a wholly-owned subsidiary of Rakuten. Mr. Mikitani, as the Chairman and Chief Executive Officer of Rakuten, has sole voting and dispositive power over the shares of Issuer's Common Stock held by Liberty Holdco Ltd.
  - (b) Percent of class: Rakuten: 10.17%, Liberty: 10.17% and Mr. Mikitani: 10.17%. The foregoing percentages are calculated based on 308,720,401 shares of Common Stock represented to be outstanding by the Issuer on November 9, 2020, as reported in the Issuer's Form 10-Q for the quarterly period ended September 30, 2020.
  - (c) Number of shares as to which Rakuten has:
 

(i)	Sole power to vote or to direct the vote	31,407,623
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	31,407,623
(iv)	Shared power to dispose or to direct the disposition of	0

Number of shares as to which Liberty has:

(i)	Sole power to vote or to direct the vote	0
-----	--	---
-

(ii)	Shared power to vote or to direct the vote	31,395,679
(iii)	Sole power to dispose or to direct the disposition of	0
(iv)	Shared power to dispose or to direct the disposition of	31,395,679
	Number of shares as to which Mr. Mikitani has:	
(i)	Sole power to vote or to direct the vote	31,407,623
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	31,407,623
(iv)	Shared power to dispose or to direct the disposition of	0

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: o.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not Applicable.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certifications:

Not Applicable.

---

**SIGNATURE**

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 12, 2021

Rakuten, Inc.

By: /s/ Kenji Hirose  
Name: Kenji Hirose  
Title: Group Executive Vice President  
CFO (Chief Financial Officer)

Liberty Holdco Ltd.

By: /s/ Eiichi Kaga  
Name: Eiichi Kaga  
Title: Director

/s/ Hiroshi Mikitani  
Hiroshi Mikitani

---

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required on Schedule 13G need be filed with respect to ownership by each of the undersigned of the shares of Common Stock of Lyft, Inc..

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Date: February 12, 2021

Rakuten, Inc.

By: /s/ Kenji Hirose  
Name: Kenji Hirose  
Title: Group Executive Vice President  
CFO (Chief Financial Officer)

Liberty Holdco Ltd.

By: /s/ Eiichi Kaga  
Name: Eiichi Kaga  
Title: Director

/s/ Hiroshi Mikitani  
Hiroshi Mikitani

---