

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)*

Lyft, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

55087P104

(CUSIP Number)

12/31/2024

(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)

SCHEDULE 13G

CUSIP No.

55087P104

1	Names of Reporting Persons Rakuten Group, Inc.
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (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 10,994,865.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 10,994,865.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 10,994,865.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 2.71 %	
12	Type of Reporting Person (See Instructions) CO	

SCHEDULE 13G

CUSIP No.	55087P104
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1	Names of Reporting Persons Liberty Holdco Ltd.	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (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 0.00
	6	Shared Voting Power 10,994,865.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 10,994,865.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 10,994,865.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	

11	Percent of class represented by amount in row (9) 2.71 %
12	Type of Reporting Person (See Instructions) CO

SCHEDULE 13G

CUSIP No.	55087P104
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1	Names of Reporting Persons Hiroshi Mikitani	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (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 10,994,865.00
	6	Shared Voting Power 0.00
	7	Sole Dispositive Power 10,994,865.00
	8	Shared Dispositive Power 0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 10,994,865.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 2.71 %	
12	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Lyft, Inc.

(b) Address of issuer's principal executive offices:

185 Berry Street, Suite 400, San Francisco, CA 94107

Item 2.

(a) **Name of person filing:**

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

(b) **Address or 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.

(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.

(d) **Title of class of securities:**

Class A Common Stock

(e) **CUSIP No.:**

55087P104

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

- (a) **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**
- (b) **Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);**
- (c) **Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);**
- (d) **Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);**
- (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) **A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);**
- (h) **A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);**
- (i) **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 (15 U.S.C. 80a-3);**
- (j) **A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:**
- (k) **Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).**

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 6,344 share of the Issuer's Common Stock. Liberty is a wholly-owned subsidiary of Rakuten. Mr. Mikitani, as the Representative Director, Chairman, President 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.

As of December 11, 2024, Liberty sold aggregate 20,407,158 shares of the Issuer's Common Stock, and Liberty was the record owner of 10,988,521 shares of the Issuer's Common Stock. Mr. Mikitani is the record owner of 6,344 share of the Issuer's Common Stock. Liberty is a wholly-owned subsidiary of Rakuten. Mr. Mikitani, as the Representative Director, Chairman, President 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: 2.71%, Liberty: 2.71% and Mr. Mikitani: 2.71%. The foregoing percentages are calculated based on 406,286,219 shares of Common Stock represented to be outstanding by the Issuer on November 4, 2024, as reported in the Issuer's Form 10-Q for the quarterly period ended September 30, 2024. %

(c) **Number of shares as to which the person has:**

(i) **Sole power to vote or to direct the vote:**

Rakuten: 10,994,865; Liberty: 0; Mr. Mikitani: 10,994,865

(ii) **Shared power to vote or to direct the vote:**

Rakuten: 0; Liberty: 10,988,521; Mr. Mikitani: 0

(iii) Sole power to dispose or to direct the disposition of:

Rakuten: 10,994,865; Liberty: 0; Mr. Mikitani: 10,994,865

(iv) Shared power to dispose or to direct the disposition of:

Rakuten: 0; Liberty: 10,988,521; Mr. Mikitani: 0

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

Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 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 my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Rakuten Group, Inc.

Signature: /s/ Kenji Hirose
Name/Title: Kenji Hirose/Director and Group Executive Vice President, Chief Financial Officer
Date: 01/08/2025

Liberty Holdco Ltd.

Signature: /s/ Eiichi Kaga
Name/Title: Eiichi Kaga/Director
Date: 01/08/2025

Hiroshi Mikitani

Signature: /s/ Hiroshi Mikitani
Name/Title: Hiroshi Mikitani
Date: 01/08/2025

Exhibit Information

EXHIBIT I

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: January 8, 2025

Rakuten Group, Inc.
By: /s/ Kenji Hirose
Name: Kenji Hirose
Title: Director and Group Executive Vice President, Chief Financial Officer

Liberty Holdco Ltd.
By: /s/ Eiichi Kaga
Name: Eiichi Kaga
Title: Director

/s/ Hiroshi Mikitani
Hiroshi Mikitani