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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**Lyft, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7389**  
(Primary Standard Industrial  
Classification Code Number)

**20-8809830**  
(I.R.S. Employer  
Identification Number)

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**Lyft, Inc.**  
**185 Berry Street, Suite 5000**  
**San Francisco, California 94107**  
**(844) 250-2773**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Logan Green**  
**Co-Founder and Chief Executive Officer**  
**John Zimmer**  
**Co-Founder, President and Vice Chairman**

**Lyft, Inc.**  
**185 Berry Street, Suite 5000**  
**San Francisco, California 94107**  
**(844) 250-2773**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Katharine A. Martin**  
**Rezwan D. Pavri**  
**Lisa L. Stimmell**  
**Andrew T. Hill**  
**Wilson Sonsini Goodrich & Rosati, P.C.**  
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**185 Berry Street, Suite 5000**  
**San Francisco, California 94107**  
**(844) 250-2773**

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**601 Marshall Street**  
**Redwood City, California 94063**  
**(650) 752-3100**

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  File No. 333-229996

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

Title of each Class of Securities to be Registered	Shares to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Class A common stock, par value \$0.00001 per share	1,989,500	\$72.00	\$143,244,000	\$17,362

- (1) Represents only the additional number of shares of Class A common stock being registered, and includes 259,500 additional shares of Class A common stock that the underwriters have the option to purchase. Does not include the securities that the registrant previously registered on the Registration Statement on Form S-1, as amended (File No. 333-229996).
- (2) Calculated pursuant to Rule 457(a) under the Securities Act of 1933, as amended, or the Securities Act, for the purpose of determining the registration fee. The registrant previously registered securities with a proposed maximum aggregate offering price not to exceed \$2,547,756,000 on the Registration Statement on Form S-1, as amended (File No. 333-229996), which was declared effective by the Securities and Exchange Commission on March 28, 2019. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$143,244,000 are hereby registered.

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**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.**

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**EXPLANATORY NOTE AND INCORPORATION OF  
CERTAIN INFORMATION BY REFERENCE**

Lyft, Inc., a Delaware corporation (the “Registrant”), is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1, as amended (File No. 333-229996) (the “Prior Registration Statement”), which the Commission declared effective on March 28, 2019.

The Registrant is filing this Registration Statement for the sole purpose of increasing by 1,989,500 shares the number of shares of its Class A common stock, par value \$0.00001 per share, to be registered for sale, 259,500 of which may be sold by the Registrant upon exercise of the underwriters’ option to purchase additional shares. The additional shares that are being registered for issuance and sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement. The information set forth in the Prior Registration Statement, and all exhibits to the Prior Registration Statement, are hereby incorporated by reference into this Registration Statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
5.1	<a href="#"><u>Opinion of Wilson Sonsini Goodrich &amp; Rosati, P.C.</u></a>
23.1	<a href="#"><u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u></a>
23.2	<a href="#"><u>Consent of Wilson Sonsini Goodrich &amp; Rosati, P.C. (included in Exhibit 5.1).</u></a>
24.1#	<a href="#"><u>Power of Attorney (included on page II-7 of the Registration Statement on Form S-1 (File No. 333-229996) filed on March 1, 2019).</u></a>
#	Previously filed.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California, on the 28th day of March, 2019.

### LYFT, INC.

By: /s/ Logan Green  
Logan Green  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Logan Green</u> Logan Green	Chief Executive Officer and Director ( <i>Principal Executive Officer</i> )	March 28, 2019
<u>/s/ John Zimmer</u> John Zimmer	President and Vice Chairman	March 28, 2019
<u>/s/ Brian Roberts</u> Brian Roberts	Chief Financial Officer ( <i>Principal Financial and Accounting Officer</i> )	March 28, 2019
<u>*</u> Prashant (Sean) Aggarwal	Chairman	March 28, 2019
<u>*</u> Ben Horowitz	Director	March 28, 2019
<u>*</u> Valerie Jarrett	Director	March 28, 2019
<u>*</u> David Lawee	Director	March 28, 2019
<u>*</u> Hiroshi Mikitani	Director	March 28, 2019
<u>*</u> Ann Miura-Ko	Director	March 28, 2019
<u>*</u> Mary Agnes (Maggie) Wilderotter	Director	March 28, 2019

\* By: /s/ Logan Green  
Logan Green  
Attorney-in-Fact

650 Page Mill Road  
Palo Alto, CA 94304-1050

PHONE 650.493.9300  
FAX 650.493.6811  
www.wsg.com



March 28, 2019

Lyft, Inc.  
185 Berry Street, Suite 5000  
San Francisco, CA 94107

**Re: Registration Statement on Form S-1**

Ladies and Gentlemen:

This opinion is furnished to you in connection with the Registration Statement on Form S-1, as amended (the "**Registration Statement**"), filed by Lyft, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission pursuant to Rule 462(b) of the Securities Act of 1933, as amended (the "**Securities Act**"), in connection with the registration under the Securities Act of 1,989,500 shares (including up to 259,500 shares issuable upon exercise of an option granted by the Company to the underwriters) of the Company's Class A common stock, \$0.00001 par value per share (the "**Shares**"), to be issued and sold by the Company. The Registration Statement incorporates by reference the Registration Statement on Form S-1 (Registration No. 333-229996), as amended (the "**Prior Registration Statement**"), which was declared effective on March 28, 2019, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to an underwriting agreement, substantially in the form filed as an exhibit to the Prior Registration Statement, to be entered into by and among the Company and the underwriters (the "**Underwriting Agreement**").

We are acting as counsel for the Company in connection with the sale of the Shares by the Company. In such capacity, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with the originals of all documents submitted to us as copies, the authenticity of the originals of such documents and the legal competence of all signatories to such documents.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all

Lyft, Inc.  
March 28, 2019  
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applicable judicial decisions interpreting those laws) and the federal laws of the United States of America.

On the basis of the foregoing, we are of the opinion that upon the effectiveness of the Company's Amended and Restated Certificate of Incorporation, a form of which has been filed as Exhibit 3.2 to the Prior Registration Statement, the Shares to be issued and sold by the Company have been duly authorized and, when such Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, will be validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and we consent to the reference of our name under the caption "Legal Matters" in the prospectus forming part of the Prior Registration Statement, which is incorporated by reference into the Registration Statement.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 25, 2019 relating to the financial statements, which appears in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-229996) of Lyft, Inc. We also consent to the reference to us under the heading "Experts" in Amendment No. 2 to the Registration Statement on Form S-1 (No. 333-229996) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP  
San Francisco, California  
March 28, 2019