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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <b>HOROWITZ BENJAMIN A</b>  (Last) (First) (Middle) <b>C/O LYFT, INC.</b> <b>185 BERRY STREET, SUITE 5000</b>  (Street) <b>SAN FRANCISCO CA 94107</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Lyft, Inc. [ LYFT ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/14/2020</b>	
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	02/14/2020		J <sup>(1)</sup>		1,350,136	D	\$0.00	7,650,778	I	See Footnote <sup>(2)</sup> <sup>(3)</sup>
Class A Common Stock	02/14/2020		J <sup>(4)</sup>		906,001	D	\$0.00	5,134,009	I	See Footnote <sup>(3)</sup> <sup>(5)</sup>
Class A Common Stock	02/14/2020		J <sup>(6)</sup>		82,480	A	\$0.00	82,480	I	See Footnote <sup>(7)</sup>
Class A Common Stock	02/14/2020		J <sup>(8)</sup>		2,243	A	\$0.00	2,243	I	See Footnote <sup>(9)</sup>
Class A Common Stock								4,477 <sup>(10)</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					

**Explanation of Responses:**

- On February 14, 2020, AH Parallel Fund III, L.P. for itself and as nominee for AH Parallel Fund III-A, L.P., AH Parallel Fund III-B, L.P. and AH Parallel Fund III-Q, L.P. (collectively, the "AH Parallel Fund III Entities") distributed, for no consideration, 1,350,136 shares of Class A Common Stock (the "AH Parallel Fund III Shares") to their respective limited partners and to AH Equity Partners III (Parallel), L.L.C. ("AH EP III Parallel"), the general partner of the AH Parallel Fund III Entities, representing each such partner's pro rata interest in such AH Parallel Fund III Shares. On the same date, AH EP III Parallel distributed, for no consideration, the AH Parallel Fund III Shares it received in the distribution by the AH Parallel Fund III Entities to its members, representing each such member's pro rata interest in such AH Parallel Fund III Shares.
- These shares are held of record by the AH Parallel Fund III Entities. The Reporting Person shares voting and dispositive power with respect to the shares held by the AH Parallel Fund III Entities.
- The Reporting Person disclaims beneficial ownership of the shares held by the AH Parallel Fund III Entities and the AH Fund III Entities (as defined below) and this report shall not be deemed an admission that he is the beneficial owner of such shares, except to the extent of his pecuniary interest, if any, in such shares by virtue of his interest in the AH Parallel Fund III Entities, the AH Fund III Entities, and/or the general partner entities thereof, as applicable, for purposes of Section 16 or for any other purpose.
- On February 14, 2020, Andreessen Horowitz Fund III, L.P. for itself and as nominee for Andreessen Horowitz Fund III-A, L.P., Andreessen Horowitz Fund III-B, L.P. and Andreessen Horowitz Fund III-Q, L.P. (collectively, the "AH Fund III Entities") distributed, for no consideration, 906,001 shares of Class A Common Stock (the "AH Fund III Shares") to their respective limited partners and to AH Equity Partners III, L.L.C. ("AH EP III"), the general partner of the AH Fund III Entities, representing each such partner's pro rata interest in such AH Fund III Shares. On the same date, AH EP III distributed, for no consideration, the AH Fund III Shares it received in the distribution by the AH Fund III Entities to its members, representing each such member's pro rata interest in such AH Fund III Shares.
- These shares are held of record by the AH Fund III Entities. The Reporting Person shares voting and dispositive power with respect to the shares held by the AH Fund III Entities.
- Represents shares received by a family trust, for which the Reporting Person is a trustee, pursuant to pro rata distributions by the AH Parallel Fund III Entities, the AH Fund III Entities, AH EP III Parallel and AH EP III, for no consideration, of shares of Class A Common Stock to their respective partners and such partners' members, as applicable.
- These shares are held of record by a family trust, for which the Reporting Person is a trustee.
- Represents shares received by AH Capital Management, L.L.C. pursuant to pro rata distributions by AH EP III Parallel and AH EP III, for no consideration, of shares of Class A Common Stock to their respective members.
- These shares are held of record by AH Capital Management, L.L.C. The Reporting Person shares voting and dispositive power with respect to the shares held by AH Capital Management, L.L.C. The Reporting Person disclaims beneficial ownership of the shares held by AH Capital Management, L.L.C., and this report shall not be deemed an admission that he is the beneficial owner of such shares, except to the extent of his pecuniary interest therein, for purposes of Section 16 or for any other purpose.
- 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.

**Remarks:**

/s/ Kevin C. Chen, by power of attorney 02/19/2020

\*\* 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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