

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Lawee David</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2021	
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	03/12/2021		S <sup>(1)</sup>		356,016	D	\$65.4756 <sup>(2)</sup>	10,386,681	I	See Footnote <sup>(3)</sup>
Class A Common Stock	03/12/2021		S <sup>(1)</sup>		214,707	D	\$66.5166 <sup>(4)</sup>	10,171,974	I	See Footnote <sup>(3)</sup>
Class A Common Stock	03/15/2021		S <sup>(1)</sup>		177,883	D	\$65.4497 <sup>(5)</sup>	9,994,091	I	See Footnote <sup>(3)</sup>
Class A Common Stock	03/15/2021		S <sup>(1)</sup>		304,862	D	\$66.4246 <sup>(6)</sup>	9,689,229	I	See Footnote <sup>(3)</sup>
Class A Common Stock	03/15/2021		S <sup>(1)</sup>		490,284	D	\$67.2995 <sup>(7)</sup>	9,198,945	I	See Footnote <sup>(3)</sup>
Class A Common Stock	03/16/2021		S <sup>(1)</sup>		177,720	D	\$65.3599 <sup>(8)</sup>	9,021,225	I	See Footnote <sup>(3)</sup>
Class A Common Stock	03/16/2021		S <sup>(1)</sup>		165,191	D	\$66.425 <sup>(9)</sup>	8,856,034	I	See Footnote <sup>(3)</sup>
Class A Common Stock	03/16/2021		S <sup>(1)</sup>		24,247	D	\$67.1993 <sup>(10)</sup>	8,831,787	I	See Footnote <sup>(3)</sup>
Class A Common Stock								11,944 <sup>(11)</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:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan entered into by CapitalG Rise LLC, for which the Reporting Person serves as an executive officer.
- This transaction was executed in multiple trades at prices ranging from \$65.00 to \$65.99. The price reported above reflects the weighted average sale price. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- These shares are held of record by CapitalG Rise LLC, which is jointly owned by CapitalG LP and Alphabet Holdings LLC, each of which may be deemed to have sole voting and dispositive power with respect to the shares. The Reporting Person is a partner of CapitalG LP and an executive officer of CapitalG Rise LLC and may be deemed to have shared voting power with respect to these shares. The Reporting Person disclaims beneficial ownership of the shares held by CapitalG Rise LLC except to the extent of his pecuniary interest in such shares.
- This transaction was executed in multiple trades at prices ranging from \$66.00 to \$66.89. The price reported above reflects the weighted average sale price. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- This transaction was executed in multiple trades at prices ranging from \$64.905 to \$65.90. The price reported above reflects the weighted average sale price. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- This transaction was executed in multiple trades at prices ranging from \$65.91 to \$66.90. The price reported above reflects the weighted average sale price. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- This transaction was executed in multiple trades at prices ranging from \$66.91 to \$67.77. The price reported above reflects the weighted average sale price. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- This transaction was executed in multiple trades at prices ranging from \$65.00 to \$65.99. The price reported above reflects the weighted average sale price. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- This transaction was executed in multiple trades at prices ranging from \$66.00 to \$66.99. The price reported above reflects the weighted average sale price. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.
- This transaction was executed in multiple trades at prices ranging from \$67.00 to \$67.65. The price reported above reflects the weighted average sale price. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate sale price.

11. Certain of these securities are RSUs. Each RSU represents a contingent right to receive one share of Class A Common Stock, subject to the applicable vesting schedule and conditions of each RSU.

**Remarks:**

/s/ Kevin C. Chen, by power of attorney.

03/16/2021

\*\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**