

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

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

<p>1. Name and Address of Reporting Person*</p> <p><u>HOROWITZ BENJAMIN A</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O LYFT, INC.</u></p> <p><u>185 BERRY STREET, SUITE 5000</u></p> <hr/> <p>(Street)</p> <p><u>SAN FRANCISCO CA 94107</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Lyft, Inc. [LYFT]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>04/02/2019</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input type="checkbox"/> Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/02/2019		C		9,000,914	A	(1)	9,000,914	I	By AH Parallel Fund III, L.P. (2)(4)
Common Stock	04/02/2019		C		6,040,010	A	(1)	6,040,010	I	By Andreessen Horowitz Fund III, L.P. (3)(4)
Common Stock	04/02/2019		J(5)		9,000,914	D	(5)	0	I	By AH Parallel Fund III, L.P. (2)(4)
Common Stock	04/02/2019		J(5)		6,040,010	D	(5)	0	I	By Andreessen Horowitz Fund III, L.P. (3)(4)
Class A Common Stock	04/02/2019		J(5)		9,000,914	A	(5)	9,000,914	I	By AH Parallel Fund III, L.P. (2)(4)
Class A Common Stock	04/02/2019		J(5)		6,040,010	A	(5)	6,040,010	I	By Andreessen Horowitz Fund III, L.P. (3)(4)

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	Title	Amount or Number of Shares				

**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	Title	Amount or Number of Shares				
Series C Preferred Stock	(1)	04/02/2019		C			5,979,529	(1)	(1)	Common Stock	5,979,529	\$0.00	0	I	By AH Parallel Fund III, L.P. ⁽²⁾⁽⁴⁾
Series C Preferred Stock	(1)	04/02/2019		C			4,035,584	(1)	(1)	Common Stock	4,035,584	\$0.00	0	I	By Andreessen Horowitz Fund III, L.P. ⁽³⁾⁽⁴⁾
Series D Preferred Stock	(1)	04/02/2019		C			2,969,960	(1)	(1)	Common Stock	2,969,960	\$0.00	0	I	By AH Parallel Fund III, L.P. ⁽²⁾⁽⁴⁾
Series D Preferred Stock	(1)	04/02/2019		C			2,004,426	(1)	(1)	Common Stock	2,004,426	\$0.00	0	I	By Andreessen Horowitz Fund III, L.P. ⁽³⁾⁽⁴⁾
Series E Preferred Stock	(1)	04/02/2019		C			51,425	(1)	(1)	Common Stock	51,425	\$0.00	0	I	By AH Parallel Fund III, L.P. ⁽²⁾⁽⁴⁾

Explanation of Responses:

- The Series C Preferred Stock, Series D Preferred Stock and Series E Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock and had no expiration date.
- These shares are held of record by 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"). The Reporting Person shares voting and dispositive power with respect to the shares held by the AH Parallel Fund III Entities.
- These shares are held of record by Andreessen Horowitz 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"). The Reporting Person shares voting and dispositive power with respect to the shares held by the AH 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 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.
- Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock was automatically reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.

Remarks:

/s/ David Le, by power of attorney 04/04/2019

** 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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