

| OMB APPROVAL | |
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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

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|---|---|---|
| 1. Name and Address of Reporting Person* <u>Miura-Ko R. Ann</u> (Last) (First) (Middle) <u>C/O FLOODGATE</u> <u>820 RAMONA STREET, SUITE 200</u> (Street) <u>PALO ALTO CA 94301</u> (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) <u>06/11/2019</u> | |
| 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 | 06/11/2019 | | A | | 4,477 ⁽¹⁾ | A | \$0.00 | 6,127 ⁽²⁾ | D | |
| Class A Common Stock | | | | | | | | 1,424,581 | I | See Footnote ⁽³⁾ |
| Class A Common Stock | | | | | | | | 110,436 | I | See Footnote ⁽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 | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- These securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of Class A Common Stock. One-fourth of the RSUs shall vest on each of August 20, 2019, November 20, 2019, February 20, 2020, and the earlier of May 20, 2020 or the day prior to the date of the Issuer's 2020 annual meeting of stockholders, subject to the Reporting Person continuing as a service provider through each such date.
- 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.
- These shares are held directly by Maples Investments II, L.P. ("MI II"). Maples Management II, L.L.C. ("GP II") is the general partner of MI II and may be deemed to have sole voting and dispositive power over the securities held by MI II. The Reporting Person is a non-managing member of GP II and disclaims beneficial ownership of the securities held by MI II, except to the extent of any pecuniary interest therein.
- These shares are held directly by Maples Associates II, L.P. ("MA II"). GP II is the general partner of MA II and may be deemed to have sole voting and dispositive power over the securities held by MA II. The Reporting Person is a non-managing member of GP II and disclaims beneficial ownership of the securities held by MA II, except to the extent of any pecuniary interest therein.

Remarks:

/s/ Kevin C. Chen, by power of attorney 06/13/2019

** 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.

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.