

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

1. Name and Address of Reporting Person* <u>Zimmer John Patrick</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 08/27/2019	
	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	08/27/2019		C <sup>(1)</sup>		600,000	A	(2)	1,879,433	D	
Class A Common Stock	08/27/2019		G <sup>(3)</sup>	V	600,000	D	\$0.00	1,279,433 <sup>(4)</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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(2)	08/27/2019		C <sup>(1)</sup>		600,000	(2)	(2)	Class A Common Stock	600,000	\$0.00	3,080,302	D	
Class B Common Stock	(2)						(2)	(2)	Class A Common Stock	500,620		500,620	I	See Footnote <sup>(5)</sup>
Class B Common Stock	(2)						(2)	(2)	Class A Common Stock	909,605		909,605	I	See Footnote <sup>(6)</sup>

**Explanation of Responses:**

- Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock at the election of the Reporting Person.
- Each share of Class B Common Stock is convertible at any time at the option of the holder into one share of Class A Common Stock and has no expiration date.
- Represents a charitable donation by the Reporting Person of shares of Class A common stock which were issued upon conversion of an equal number of shares of Class B common stock.
- 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.
- Shares held by The John Zimmer Living Trust dated July 30, 2015, for which Mr. Zimmer serves as trustee.
- Shares held by The Zimmer 2014 Irrevocable Trust dated June 16, 2014.

**Remarks:**

/s/ Christopher M. Reilly, by 08/29/2019  
power of attorney

\*\* 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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