

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>MV Management X, L.L.C.</u> (Last) (First) (Middle) 2884 SAND HILL ROAD, SUITE 100 (Street) MENLO PARK CA 94025 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ROKU, INC [ROKU]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/26/2018</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 B Common Stock	03/26/2018		C		23,388,668	A	\$0.00	23,388,668	I	See footnote ⁽¹⁾⁽²⁾
Class B Common Stock	03/26/2018		J ⁽³⁾		4,300,000	D	⁽³⁾	19,088,668 ⁽³⁾	I	See footnote ⁽¹⁾⁽⁴⁾
Class B Common Stock	03/26/2018		J ⁽⁵⁾		1,063,771	A	⁽⁵⁾	1,063,771	D	
Class B Common Stock	03/26/2018		J ⁽⁶⁾		1,063,771	D	⁽⁶⁾	0	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	Title	Amount or Number of Shares				
Class B Common Stock	⁽⁷⁾	03/26/2018		C		23,388,668		⁽⁷⁾	⁽⁷⁾	Class A Common Stock	23,388,668	\$0.00	0	I	See footnote ⁽¹⁾⁽²⁾

1. Name and Address of Reporting Person* <u>MV Management X, L.L.C.</u> (Last) (First) (Middle) 2884 SAND HILL ROAD, SUITE 100 (Street) MENLO PARK CA 94025 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*		
Menlo Ventures X L P		
(Last)	(First)	(Middle)
2884 SAND HILL ROAD, SUITE 100 MENLO PARK		
(Street)		94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
MENLO ENTREPRENEURS FUND X LP		
(Last)	(First)	(Middle)
2884 SAND HILL ROAD, SUITE 100 MENLO PARK		
(Street)		94025
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*		
MMEF X LP		
(Last)	(First)	(Middle)
2884 SAND HILL ROAD, SUITE 100		
(Street)	MENLO PARK CA	94025
(City)	(State)	(Zip)

Explanation of Responses:

- MV Management X, L.L.C. ("MVM-X") is the sole general partner of Menlo Ventures X, L.P. ("Menlo X"), MMEF X, L.P. ("MMEF X") and Menlo Entrepreneurs Fund X, L.P. ("MEF X" and, collectively with Menlo X and MMEF X, the "Menlo Funds"). MVM-X exercises voting and dispositive power over the shares held by each of the Menlo Funds. Each of the reporting persons disclaims beneficial ownership of the shares reported herein, except to the extent of its proportionate pecuniary interest therein.
- The shares of Class B Common Stock converted, and the shares of Class A Common Stock received on conversion, were held as follows: (i) 22,795,982 shares held by Menlo X, (ii) 398,925 shares held by MMEF X, and (iii) 193,761 shares held by MEF X.
- Represents a pro rata in kind distribution of shares of Class A Common Stock, without consideration, by each of Menlo X, MMEF X and MEF X to their respective partners, including their general partner, MVM-X, pursuant to a distribution plan adopted in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934. The shares were distributed as follows: (i) 4,191,035 shares by Menlo X, (ii) 73,342 shares by MMEF X, and (iii) 35,623 shares by MEF X.
- Following the distributions described in footnote (3), these shares are held as follows: (i) 18,604,947 shares by Menlo X, (ii) 325,583 shares by MMEF X, and (iii) 158,138 shares by MEF X.
- Represents the receipt of shares by MVM-X in the distributions described in greater detail in footnote (3).
- Represents a pro-rata in-kind distribution of shares of Class A Common Stock by MVM-X, without consideration, to its members, pursuant to a distribution plan adopted in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- The Class B Common Stock will convert automatically into Class A Common Stock upon the earlier of: (i) any transfer except for certain "Permitted Transfers" as defined in the Issuer's restated certificate of incorporation, (ii) the first "Trading Day," as defined in the Issuer's restated certificate of incorporation, falling on or after the date on which the shares of Class B Common Stock represent less than 10% of the aggregate number of outstanding shares of Class A Common Stock and Class B Common Stock or (iii) the vote of the holders of Class B Common Stock representing at least 66-2/3% of the shares of Class B Common Stock.

Remarks:

[MV Management X, L.L.C., /s/ Shawn T. Carolan, Shawn T. Carolan, Managing Member](#) 03/28/2018
[Menlo Ventures X, L.P., By: MV Management X, L.L.C., its General Partner, /s/ Shawn T. Carolan, Shawn T. Carolan, Managing Member](#) 03/28/2018
[Menlo Entrepreneurs Fund X, L.P., By: MV Management X, L.L.C., its General Partner, /s/ Shawn T. Carolan, Shawn T. Carolan, Managing Member](#) 03/28/2018

MMEF X, L.P., By: MV
Management X, L.L.C., its
General Partner, /s/ Shawn T. Carolan, Shawn T. Carolan, 03/28/2018
Managing Member

** 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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