

<b>OMB APPROVAL</b>	
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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>KAY STEPHEN H</u>  (Last) (First) (Middle) C/O ROKU, INC. 150 WINCHESTER CIRCLE  (Street) LOS GATOS CA 95032  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Gen. Counsel, Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2018</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 A Common Stock	04/02/2018		C		30,000 <sup>(1)</sup>	A	\$2.94	30,000	D	
Class A Common Stock	04/02/2018		S		30,000 <sup>(1)</sup>	D	\$30.47 <sup>(2)</sup>	0	D	
Class A Common Stock	04/04/2018		C		6,000 <sup>(1)</sup>	A	\$2.94	6,000	D	
Class A Common Stock	04/04/2018		S		6,000 <sup>(1)</sup>	D	\$32	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
Employee Stock Option (Right to Buy)	\$2.94	04/02/2018		M			30,000 <sup>(3)(4)</sup>	(5)	01/23/2024	Class B Common Stock	30,000	\$2.94	303,216	D	
Class B Common Stock	\$2.94	04/02/2018		M		30,000 <sup>(3)(4)</sup>		(3)(4)	01/23/2024	Class A Common Stock	30,000	\$2.94	30,000	D	
Class B Common Stock	\$2.94	04/02/2018		C <sup>(3)(4)</sup>		30,000		(3)(4)	01/23/2024	Class A Common Stock	30,000	\$2.94	0	D	
Employee Stock Option (Right to Buy)	\$2.94	04/04/2018		M		6,000 <sup>(3)(4)</sup>		(5)	01/23/2024	Class B Common Stock	6,000	\$2.94	96,040	D	
Class B Common Stock	\$2.94	04/04/2018		M		6,000 <sup>(3)(4)</sup>		(3)(4)	01/23/2024	Class A Common Stock	6,000	\$2.94	6,000	D	
Class B Common Stock	\$2.94	04/04/2018		C <sup>(3)(4)</sup>		6,000		(3)(4)	01/23/2024	Class A Common Stock	6,000	\$2.94	0	D	

**Explanation of Responses:**

- Shares sold pursuant to Mr. Kay's 10b5-1 plan dated November 20, 2017.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.06 to \$31.53 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Each share of Class B Common Stock is convertible at any time at the option of the Reporting Person into one share of Class A Common Stock and has no expiration date. Following the closing of the Issuer's sale of its Class A Common Stock in its initial public offering pursuant to a registration statement on Form S-1 under the Securities Act of 1933, as amended, 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, (continued in footnote 4)
- (footnote 3 continued), (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.
- Granted January 23, 2014; 1/48 of the Option vests in equal monthly installments from 1/23/14.

**Remarks:**

/s/ David Oh, attorney-in-fact 04/04/2018

\*\* 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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