

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>10/02/2017</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	10/02/2017		C		6,900,000	A	(1)	6,900,000	I	See Footnote <sup>(2)(3)</sup>
Class A Common Stock	10/02/2017		S		6,900,000	D	\$14	0	I	See Footnote <sup>(2)(3)</sup>

**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 A Preferred Stock	(4)	10/02/2017		C		3,029,159		(4)	(4)	Class B Common Stock	3,029,159	\$0.00	0	I	See Footnote <sup>(3)(5)</sup>
Series B Preferred Stock	(4)	10/02/2017		C		6,396,068		(4)	(4)	Class B Common Stock	6,396,068	\$0.00	0	I	See Footnote <sup>(3)(6)</sup>
Series C-1 Preferred Stock	(4)	10/02/2017		C		9,240,558		(4)	(4)	Class B Common Stock	9,240,558	\$0.00	0	I	See Footnote <sup>(3)(7)</sup>
Series C-2 Preferred Stock	(4)	10/02/2017		C		7,700,466		(4)	(4)	Class B Common Stock	7,700,466	\$0.00	0	I	See Footnote <sup>(3)(8)</sup>
Series D Preferred Stock	(4)	10/02/2017		C		829,220		(4)	(4)	Class B Common Stock	829,220	\$0.00	0	I	See Footnote <sup>(3)(9)</sup>
Series E Preferred Stock	(4)	10/02/2017		C		1,804,332		(4)	(4)	Class B Common Stock	1,804,332	\$0.00	0	I	See Footnote <sup>(3)(10)</sup>
Series G Preferred Stock	(4)	10/02/2017		C		897,745		(4)	(4)	Class B Common Stock	897,745	\$0.00	0	I	See Footnote <sup>(3)(11)</sup>
Series H Preferred Stock	(4)	10/02/2017		C		327,032		(4)	(4)	Class B Common Stock	327,032	\$0.00	0	I	See Footnote <sup>(3)(12)</sup>
Class B Common Stock	(1)	10/02/2017		C		30,224,580		(1)	(1)	Class A Common Stock	30,224,580	\$0.00	30,288,668	I	See Footnote <sup>(3)(13)</sup>
Class B Common Stock	(1)	10/02/2017		C		6,900,000		(1)	(1)	Class A Common Stock	6,900,000	\$0.00	23,388,668	I	See Footnote <sup>(3)(14)</sup>

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

**Explanation of Responses:**

- 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. 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.
- These shares consist of (i) 6,725,146 shares held by Menlo Ventures X, L.P., (ii) 117,690 shares held by MMEF X, L.P., and (iii) 57,164 shares held by Entrepreneurs Fund X, L.P.
- MV Management X, L.L.C. is the general partner of Menlo Ventures X, L.P., MMEF X, L.P., and Menlo Entrepreneurs Fund X, L.P. (collectively, the "Menlo Funds"), and the managing members of the general partner are Henry D. Montgomery, John W. Javre, Douglas C. Carlisle, Mark A. Siegel, and Shawn T. Carolan. These individuals may be deemed to have shared voting and investment power over the shares held by Menlo Funds. Each of these individuals disclaims beneficial ownership of such shares, except to the extent of his or her proportionate pecuniary interest therein and this report shall not be deemed an admission that the reporting person or its managing members are the beneficial owner of such securities for Section 16 or any other purpose. Shawn T. Carolan is a director of the Issuer.
- The preferred stock automatically converted into Class B common stock on a 1-to-1 basis immediately upon closing of the initial public offering of the Issuer and has no expiration date.
- These shares consist of (i) 2,952,398 shares held by Menlo Ventures X, L.P., (ii) 51,666 shares held by MMEF X, L.P., and (iii) 25,095 shares held by Entrepreneurs Fund X, L.P.
- These shares consist of (i) 6,233,986 shares held by Menlo Ventures X, L.P., (ii) 109,094 shares held by MMEF X, L.P., and (iii) 52,988 shares held by Entrepreneurs Fund X, L.P.
- These shares consist of (i) 9,006,393 shares held by Menlo Ventures X, L.P., (ii) 157,611 shares held by MMEF X, L.P., and (iii) 76,554 shares held by Entrepreneurs Fund X, L.P.
- These shares consist of (i) 7,505,328 shares held by Menlo Ventures X, L.P., (ii) 131,343 shares held by MMEF X, L.P., and (iii) 63,795 shares held by Entrepreneurs Fund X, L.P.
- These shares consist of (i) 808,208 shares held by Menlo Ventures X, L.P., (ii) 14,143 shares held by MMEF X, L.P., and (iii) 6,869 shares held by Entrepreneurs Fund X, L.P.
- These shares consist of (i) 1,758,610 shares held by Menlo Ventures X, L.P., (ii) 30,775 shares held by MMEF X, L.P., and (iii) 14,947 shares held by Entrepreneurs Fund X, L.P.
- These shares consist of (i) 874,996 shares held by Menlo Ventures X, L.P., (ii) 15,312 shares held by MMEF X, L.P., and (iii) 7,437 shares held by Entrepreneurs Fund X, L.P.
- These shares consist of (i) 318,745 shares held by Menlo Ventures X, L.P., (ii) 5,578 shares held by MMEF X, L.P., and (iii) 2,709 shares held by Entrepreneurs Fund X, L.P.
- These shares consist of (i) 29,521,128 shares held by Menlo Ventures X, L.P., (ii) 516,615 shares held by MMEF X, L.P., and (iii) 250,925 shares held by Entrepreneurs Fund X, L.P.

14. These shares consist of (i) 22,795,982 shares held by Menlo Ventures X, L.P., (ii) 398,925 shares held by MMEF X, L.P., and (iii) 193,761 shares held by Entrepreneurs Fund X, L.P.

**Remarks:**

<u>/s/ Seth Gottlieb, attorney-in-</u> <u>fact for MV Management X,</u> <u>L.L.C.</u>	<u>10/02/2017</u>
<u>/s/ Seth Gottlieb, attorney-in-</u> <u>fact for MV Management X,</u> <u>L.L.C., General Partner of</u> <u>Menlo Ventures X, L.P.</u>	<u>10/02/2017</u>
<u>/s/ Seth Gottlieb, attorney-in-</u> <u>fact for MV Management X,</u> <u>L.L.C., General Partner of</u> <u>MMEF X, L.P.</u>	<u>10/02/2017</u>
<u>/s/ Seth Gottlieb, attorney-in-</u> <u>fact for MV Management X,</u> <u>L.L.C., General Partner of</u> <u>Menlo Entrepreneurs Fund X,</u> <u>L.P.</u>	<u>10/02/2017</u>

\*\* 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.**