

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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP General Counsel, Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/17/2019</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	09/17/2019		C		6,000	A	\$5.64	85,004	D	
Class A Common Stock	09/17/2019		C		7,000	A	\$2.94	92,004	D	
Class A Common Stock	09/17/2019		C		4,000	A	\$2.94	96,004	D	
Class A Common Stock	09/17/2019		C		5,000	A	\$5.64	101,004	D	
Class A Common Stock	09/17/2019		S		2,827 <sup>(1)</sup>	D	\$147.5448 <sup>(2)</sup>	98,177	D	
Class A Common Stock	09/17/2019		S		4,682 <sup>(1)</sup>	D	\$148.2364 <sup>(3)</sup>	93,495	D	
Class A Common Stock	09/17/2019		S		12,029 <sup>(1)</sup>	D	\$150.2065 <sup>(4)</sup>	81,466	D	
Class A Common Stock	09/17/2019		S		1,883 <sup>(1)</sup>	D	\$150.7949 <sup>(5)</sup>	79,583	D	
Class A Common Stock	09/17/2019		S		579 <sup>(1)</sup>	D	\$151.8385 <sup>(6)</sup>	79,004	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)	\$5.64	09/17/2019		M			6,000	(7)	11/07/2026	Class B Common Stock	6,000	\$5.64	109,603	D	
Class B Common Stock	\$5.64	09/17/2019		M		6,000		(8)	11/07/2026	Class A Common Stock	6,000	\$5.64	12,808	D	
Class B Common Stock	\$5.64	09/17/2019		C		6,000		(8)	11/07/2026	Class A Common Stock	6,000	\$5.64	6,808	D	



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