

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>08/13/2019</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 | 08/13/2019 | | C | | 15,779 | A | \$5.64 | 65,779 | D | |
| Class A Common Stock | 08/13/2019 | | C | | 9,531 | A | \$6.12 | 75,310 | D | |
| Class A Common Stock | 08/13/2019 | | C | | 3,694 | A | \$5.64 | 79,004 | D | |
| Class A Common Stock | 08/13/2019 | | C | | 3,000 | A | \$2.94 | 82,004 | D | |
| Class A Common Stock | 08/13/2019 | | C | | 4,000 | A | \$2.94 | 86,004 | D | |
| Class A Common Stock | 08/13/2019 | | C | | 5,000 | A | \$5.64 | 91,004 | D | |
| Class A Common Stock | 08/13/2019 | | S | | 2,036 ⁽¹⁾ | D | \$134.62 ⁽²⁾ | 88,968 | D | |
| Class A Common Stock | 08/13/2019 | | S | | 2,120 ⁽¹⁾ | D | \$135.63 ⁽³⁾ | 86,848 | D | |
| Class A Common Stock | 08/13/2019 | | S | | 1,169 ⁽¹⁾ | D | \$136.79 ⁽⁴⁾ | 85,679 | D | |
| Class A Common Stock | 08/13/2019 | | S | | 1,537 ⁽¹⁾ | D | \$137.85 ⁽⁵⁾ | 84,142 | D | |
| Class A Common Stock | 08/13/2019 | | S | | 1,368 ⁽¹⁾ | D | \$138.88 ⁽⁶⁾ | 82,774 | D | |
| Class A Common Stock | 08/13/2019 | | S | | 1,996 ⁽¹⁾ | D | \$140.01 ⁽⁷⁾ | 80,778 | D | |
| Class A Common Stock | 08/13/2019 | | S | | 1,607 ⁽¹⁾ | D | \$140.94 ⁽⁸⁾ | 79,171 | D | |
| Class A Common Stock | 08/13/2019 | | S | | 167 ⁽¹⁾ | D | \$141.82 ⁽⁹⁾ | 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 | | | | | | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$5.64 | 08/13/2019 | | M | | 15,779 | | (10) | 11/07/2026 | Class B Common Stock | 15,779 | \$5.64 | 0 | D | |
| Class B Common Stock | \$5.64 | 08/13/2019 | | M | | 15,779 | | (11) | 11/07/2026 | Class A Common Stock | 15,779 | \$5.64 | 15,779 | 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 | \$5.64 | 08/13/2019 | | C | | | 15,779 | (11) | 11/07/2026 | Class A Common Stock | 15,779 | \$5.64 | 0 | D | |
| Employee Stock Option (Right to Buy) | \$6.12 | 08/13/2019 | | M | | | 16,339 | (12) | 05/15/2027 | Class B Common Stock | 16,339 | \$6.12 | 0 | D | |
| Class B Common Stock | \$6.12 | 08/13/2019 | | M | | 16,339 | | (11) | 05/15/2027 | Class A Common Stock | 16,339 | \$6.12 | 16,339 | D | |
| Class B Common Stock | \$6.12 | 08/13/2019 | | C | | | 9,531 | (11) | 05/15/2027 | Class A Common Stock | 9,531 | \$6.12 | 6,808 | D | |
| Employee Stock Option (Right to Buy) | \$5.64 | 08/13/2019 | | M | | | 3,694 | (10) | 03/22/2025 | Class B Common Stock | 3,694 | \$5.64 | 0 | D | |
| Class B Common Stock | \$5.64 | 08/13/2019 | | M | | 3,694 | | (11) | 03/22/2025 | Class A Common Stock | 3,694 | \$5.64 | 10,502 | D | |
| Class B Common Stock | \$5.64 | 08/13/2019 | | C | | | 3,694 | (11) | 03/22/2025 | Class A Common Stock | 3,694 | \$5.64 | 6,808 | D | |
| Employee Stock Option (Right to Buy) | \$2.94 | 08/13/2019 | | M | | | 3,000 | (10) | 01/23/2024 | Class B Common Stock | 3,000 | \$2.94 | 19,216 | D | |
| Class B Common Stock | \$2.94 | 08/13/2019 | | M | | 3,000 | | (11) | 01/23/2024 | Class A Common Stock | 3,000 | \$2.94 | 9,808 | D | |
| Class B Common Stock | \$2.94 | 08/13/2019 | | C | | | 3,000 | (11) | 01/23/2024 | Class A Common Stock | 3,000 | \$2.94 | 6,808 | D | |
| Employee Stock Option (Right to Buy) | \$2.94 | 08/13/2019 | | M | | | 4,000 | (10) | 01/23/2024 | Class B Common Stock | 4,000 | \$2.94 | 16,040 | D | |
| Class B Common Stock | \$2.94 | 08/13/2019 | | M | | 4,000 | | (11) | 01/23/2024 | Class A Common Stock | 4,000 | \$2.94 | 10,808 | D | |
| Class B Common Stock | \$2.94 | 08/13/2019 | | C | | | 4,000 | (11) | 01/23/2024 | Class A Common Stock | 4,000 | \$2.94 | 6,808 | D | |
| Employee Stock Option (Right to Buy) | \$5.64 | 08/13/2019 | | M | | | 5,000 | (10) | 03/22/2025 | Class B Common Stock | 5,000 | \$5.64 | 46,436 | D | |
| Class B Common Stock | \$5.64 | 08/13/2019 | | M | | 5,000 | | (11) | 03/22/2025 | Class A Common Stock | 5,000 | \$5.64 | 11,808 | D | |
| Class B Common Stock | \$5.64 | 08/13/2019 | | C | | | 5,000 | (11) | 03/22/2025 | Class A Common Stock | 5,000 | \$5.64 | 6,808 | D | |

Explanation of Responses:

- Shares sold pursuant to Mr. Kay's 10b5-1 plan.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$134.13 to \$135.10 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$135.16 to \$136.15 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$136.28 to \$137.24 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.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$137.31 to \$138.21 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.

6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$138.38 to \$139.29 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.

7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$139.44 to \$140.42 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.

8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.52 to \$141.49 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.

9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$141.73 to \$141.88 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.

10. This stock option is fully vested.

11. 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. Shares of Class B Common Stock will convert automatically into shares of 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.

12. This stock option vests in 12 equal monthly installments beginning on the vesting commencement date of 1/2/2019. The shares underlying this option are early exercisable, subject to the Issuer's right to repurchase.

Remarks:

/s/ Stephen Kay

08/15/2019

** 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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