

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>12/17/2019</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	12/17/2019		C		15,000	A	\$5.64	94,004	D	
Class A Common Stock	12/17/2019		C		7,000	A	\$2.94	101,004	D	
Class A Common Stock	12/17/2019		S		851 ⁽¹⁾	D	\$133.4386 ⁽²⁾	100,153	D	
Class A Common Stock	12/17/2019		S		2,679 ⁽¹⁾	D	\$134.4965 ⁽³⁾	97,474	D	
Class A Common Stock	12/17/2019		S		12,043 ⁽¹⁾	D	\$135.4529 ⁽⁴⁾	85,431	D	
Class A Common Stock	12/17/2019		S		6,215 ⁽¹⁾	D	\$136.3277 ⁽⁵⁾	79,216	D	
Class A Common Stock	12/17/2019		S		212 ⁽¹⁾	D	\$137.0542 ⁽⁶⁾	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	12/17/2019		M			6,000	(7)	11/07/2026	Class B Common Stock	6,000	\$5.64	91,603	D	
Class B Common Stock	\$5.64	12/17/2019		M		6,000		(8)	11/07/2026	Class A Common Stock	6,000	\$5.64	12,808	D	
Class B Common Stock	\$5.64	12/17/2019		C		6,000		(8)	11/07/2026	Class A Common Stock	6,000	\$5.64	6,808	D	
Employee Stock Option (Right to Buy)	\$2.94	12/17/2019		M		3,000		(7)	01/23/2024	Class B Common Stock	3,000	\$2.94	3,216	D	
Class B Common Stock	\$2.94	12/17/2019		M		3,000		(8)	01/23/2024	Class A Common Stock	3,000	\$2.94	9,808	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	\$2.94	12/17/2019		C		3,000		(8)	01/23/2024	Class A Common Stock	3,000	\$2.94	6,808	D	
Employee Stock Option (Right to Buy)	\$2.94	12/17/2019		M		4,000		(7)	01/23/2024	Class B Common Stock	4,000	\$2.94	40	D	
Class B Common Stock	\$2.94	12/17/2019		M		4,000		(8)	01/23/2024	Class A Common Stock	4,000	\$2.94	10,808	D	
Class B Common Stock	\$2.94	12/17/2019		C		4,000		(8)	01/23/2024	Class A Common Stock	4,000	\$2.94	6,808	D	
Employee Stock Option (Right to Buy)	\$5.64	12/17/2019		M		9,000		(7)	03/22/2025	Class B Common Stock	9,000	\$5.64	14,436	D	
Class B Common Stock	\$5.64	12/17/2019		M		9,000		(8)	03/22/2025	Class A Common Stock	9,000	\$5.64	15,808	D	
Class B Common Stock	\$5.64	12/17/2019		C		9,000		(8)	03/22/2025	Class A Common Stock	9,000	\$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 \$132.90 to \$133.89 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 \$133.93 to \$134.92 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 \$134.95 to \$135.93 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 \$135.95 to \$136.94 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 \$137.04 to \$137.07 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.
- This stock option is fully vested.
- 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.

Remarks:

/s/ Christy Lillquist, attorney-in-fact 12/18/2019

** 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.

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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Christy Lillquist, Mark Tanoury, John McKenna and Seth Gottlieb, signing individually, the undersigned's true and lawful attorneys-in-fact and agents to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of Roku, Inc. (the "Company"), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4 or 5 or Form ID (including any amendments thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of March 29, 2019.

/s/ Stephen H. Kay
Stephen H. Kay