

OMB APPROVAL	
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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>Rothrock Ray A.</u> (Last) (First) (Middle) <u>C/O ROKU, INC.</u> <u>150 WINCHESTER CIRCLE</u> (Street) <u>LOS GATOS CA 95032</u> (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/15/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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				

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
Stock Option (right to buy)	\$4.08	12/15/2017		M		83,333		(1)	08/03/2024	Class B Common Stock	83,333	\$0.00	0	D	
Class B Common Stock	(2)	12/15/2017		M		83,333		(2)	(3)	Class A Common Stock ⁽²⁾	83,333	\$0.00	83,333	D ⁽⁴⁾	
Class B Common Stock	(2)							(2)	(3)	Class A Common Stock ⁽²⁾	90,579		90,579	I ⁽⁴⁾	See footnote ⁽⁵⁾⁽⁶⁾

Explanation of Responses:

- 1/48 of the Option vests in equal monthly installments one month from 8/4/2014. The shares subject to this option have been early exercised, subject to the Issuer's right to repurchase with respect to the unvested portion.
- 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 Amended and 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.
- The Class B Common Stock has no expiration date.
- No shares have been sold by the Reporting Person and the shares are subject to a Lock-Up Agreement for a period of 180 days following the date of the Final Prospectus relating to the Public Offering of Class A Common Stock of the Issuer pursuant to a Registration Statement filed by the Issuer with the Securities and Exchange Commission.
- Shares are held by FiftySix Investments, LLC.
- Mr. Rothrock is a Manager of FiftySix Investments, LLC and may be deemed to have shared voting and investment power over the shares held by FiftySix Investments, LLC. Mr. Rothrock disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

Remarks:

/s/ David Oh, Attorney-in-fact 12/19/2017

** 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.