

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>Jacobson Matthew</u> (Last) (First) (Middle) C/O ICONIQ CAPITAL 50 BEALE ST., STE. 2300 (Street) SAN FRANCISCO CA 94105 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [GTLB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/13/2023</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	09/13/2023		S		39,582	D	\$51.3086 ⁽¹⁾	1,298,646	I ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock	09/13/2023		S		42,294	D	\$51.3086 ⁽¹⁾	1,387,619	I ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								691,142	I ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁷⁾	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock								1,145,144	I ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁸⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock								146,206	I ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁹⁾	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock								223,388	I ⁽³⁾⁽⁴⁾⁽⁵⁾⁽¹⁰⁾	By ICONIQ Strategic Partners V-B, L.P.
Class A Common Stock								429,104	I ⁽³⁾⁽⁴⁾⁽⁵⁾⁽¹¹⁾	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock								535,503	I ⁽³⁾⁽⁴⁾⁽⁵⁾⁽¹²⁾	By ICONIQ Strategic Partners VI-B, L.P.

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								334,827	I ⁽³⁾⁽⁴⁾⁽⁵⁾⁽¹³⁾	By ICONIQ Investment Holdings, LP
Class A Common Stock								312,058	D ⁽¹⁴⁾	

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					

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$51.22 to \$51.68. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- The shares are held by ICONIQ Strategic Partners III, L.P. ("ICONIQ III")
- ICONIQ Strategic Partners III GP, L.P. ("ICONIQ III GP") is the sole general partner of each of ICONIQ III and ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B"). ICONIQ Strategic Partners III TT GP, Ltd. ("ICONIQ III Parent GP") is the sole general partner of ICONIQ III GP. ICONIQ Strategic Partners IV GP, L.P. ("ICONIQ IV GP") is the sole general partner of each of ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV") and ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B"). ICONIQ Strategic Partners IV TT GP, Ltd. ("ICONIQ IV Parent GP") is the sole general partner of ICONIQ IV GP. ICONIQ Strategic Partners V GP, L.P. ("ICONIQ V GP") is the sole general partner of each of ICONIQ Strategic Partners V, L.P. ("ICONIQ V") and ICONIQ Strategic Partners V-B, L.P. ("ICONIQ V-B"). ICONIQ Strategic Partners V TT GP, Ltd. ("ICONIQ V Parent GP") is the sole general partner of ICONIQ V GP.
- (continued) ICONIQ Strategic Partners VI GP, L.P. ("ICONIQ VI GP") is the sole general partner of each of ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI") and ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B"). ICONIQ Strategic Partners VI TT GP, Ltd. ("ICONIQ VI Parent GP") is the sole general partner of ICONIQ VI GP. ICONIQ Capital Group GP, LLC ("ICONIQ Investment GP") is the general partner of ICONIQ Investment Holdings, LP ("ICONIQ Investment"). Divesh Makan ("Makan") is the sole member of ICONIQ Investment GP. Makan and William J.G. Griffith ("Griffith") are the sole equity holders of ICONIQ III Parent GP. Makan, Griffith and the Reporting Person are the sole equity holders of each of ICONIQ IV Parent GP, ICONIQ V Parent GP and ICONIQ VI Parent GP.
- The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- The shares are held by ICONIQ III-B.
- The shares are held by ICONIQ IV.
- The shares are held by ICONIQ IV-B.
- The shares are held by ICONIQ V.
- The shares are held by ICONIQ V-B.
- The shares are held by ICONIQ VI.
- The shares are held by ICONIQ VI-B.
- The shares are held by ICONIQ Investment.
- The shares are held by the Reporting Person through a trust of which he is a trustee. The Reporting Person disclaims beneficial ownership of the shares held by such trust for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

/s/ Matthew Jacobson

09/15/2023

** 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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