

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>August Capital Management VII, L.L.C.</u> (Last) (First) (Middle) <u>PMB #456, 660 4TH STREET</u> (Street) <u>SAN FRANCISCO CA 94107</u> (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/18/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	Amount or Number of Shares				
Class B Common Stock	(1)	10/18/2021		C		14,931,200		(1)	(1)	Class A Common Stock	14,931,200	\$0.00 ⁽¹⁾	14,931,200	I	See footnote ⁽²⁾
Series B Preferred Stock	(3)	10/18/2021		C		14,259,460		(3)	(3)	Class B Common Stock ⁽¹⁾	14,259,460	\$0.00 ⁽³⁾	0	I	See footnote ⁽²⁾
Series C Preferred Stock	(3)	10/18/2021		C		671,740		(3)	(3)	Class B Common Stock ⁽¹⁾	671,740	\$0.00 ⁽³⁾	0	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person*
August Capital Management VII, L.L.C.

(Last) (First) (Middle)
PMB #456, 660 4TH STREET

(Street)
SAN FRANCISCO CA 94107

(City) (State) (Zip)

1. Name and Address of Reporting Person*
August Capital Strategic Partners VII, L.P.

(Last) (First) (Middle)
PMB #456, 660 4TH STREET

(Street)
SAN FRANCISCO CA 94107

(City) (State) (Zip)

1. Name and Address of Reporting Person*
August Capital VII, L.P.

(Last) (First) (Middle)
PMB #456, 660 4TH STREET

(Street)
SAN FRANCISCO CA 94107

(City) (State) (Zip)

1. Name and Address of Reporting Person*
CARLBORG W ERIC

(Last)	(First)	(Middle)
PMB #456, 660 4TH STREET		
(Street)		
SAN FRANCISCO	CA	94107
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>Hartenbaum Howard</u>		
(Last)	(First)	(Middle)
C/O AUGUST CAPITAL		
PMB #456, 660 4TH STREET		
(Street)		
SAN FRANCISCO	CA	94107
(City)	(State)	(Zip)

Explanation of Responses:

- Each share of the Issuer's Class B common stock (the "Class B Stock") is convertible into one share of the Issuer's Class A common stock at any time and will convert automatically upon certain transfers and upon the earlier of (i) ten years from the date of the Issuer's initial public offering ("IPO"), (ii) the death or disability of Sytse Sijbrandij, (iii) the first date following the completion of the IPO on which the number of shares of outstanding Class B Stock (including shares of Class B Stock subject to outstanding stock options) is less than 5% of the aggregate number of shares of the Issuer's common stock then outstanding and (iv) the date specified by a vote of the holders of two-thirds of the then outstanding shares of Class B Stock.
- These securities are held directly by August Capital VII, L.P. as nominee for itself and August Capital Strategic Partners VII, L.P. (the "August Capital Funds"). August Capital Management VII, L.L.C. is the general partner of the August Capital Funds and may be deemed to have sole voting power and sole investment power over the shares held by the August Capital Funds. David Hornik, a member of the Issuer's Board of Directors, W. Eric Carlborg, and Howard Hartenbaum are members of August Capital Management VII, L.L.C. and may be deemed to have shared voting and investment power with respect to the shares held by the August Capital Funds.
- Each share of Series B Preferred Stock and Series C Preferred Stock automatically converted into one share of Class B Stock immediately prior to the closing of the IPO. The Series B Preferred Stock and Series C Preferred Stock have no expiration date.

Remarks:

This report is one of two reports, each on a separate Form 4, but relating to the same transactions being filed by entities and persons affiliated with August Capital.

<u>/s/ Abigail Hipps, Attorney-in-Fact for August Capital Management VII, L.L.C.</u>	<u>10/18/2021</u>
<u>/s/ Abigail Hipps, Attorney-in-Fact for August Capital Strategic Partners VII, L.P.</u>	<u>10/18/2021</u>
<u>/s/ Abigail Hipps, Attorney-in-Fact for August Capital VII, L.P.</u>	<u>10/18/2021</u>
<u>/s/ Abigail Hipps, Attorney-in-Fact for W. Eric Carlborg</u>	<u>10/18/2021</u>
<u>/s/ Abigail Hipps, Attorney-in-Fact for Howard Hartenbaum</u>	<u>10/18/2021</u>
** 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.