

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>ICONIQ Strategic Partners III, L.P.</u>			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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	
(Last) (First) (Middle) <u>C/O ICONIQ CAPITAL, 394</u> <u>PACIFIC AVENUE, 2ND FLOOR</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>10/18/2021</u>			
(Street) <u>SAN</u> <u>CA</u> <u>94111</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 type="checkbox"/> <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)						

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	10/18/2021		p ⁽¹⁾		129,400	A	\$77	129,400	I ⁽²⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock	10/18/2021		p ⁽¹⁾		195,650	A	\$77	195,650	I ⁽³⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners V-B, L.P.
Class A Common Stock	10/18/2021		p ⁽¹⁾		144,598	A	\$77	144,598	I ⁽⁴⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock	10/18/2021		p ⁽¹⁾		180,452	A	\$77	180,452	I ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock								556,335	D ⁽⁶⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	
Class A Common Stock								594,449	I ⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners III-B, L.P.

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				
Series D Preferred Stock	(13)	10/18/2021		C ⁽¹³⁾			4,139,080	(13)	(13)	Class B Common Stock	4,139,080	\$0.00	0	D ⁽⁶⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	
Series D Preferred Stock	(13)	10/18/2021		C ⁽¹³⁾			4,422,660	(13)	(13)	Class B Common Stock	4,422,660	\$0.00	0	I ⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners III-B, L.P.
Series E Preferred Stock	(13)	10/18/2021		C ⁽¹³⁾			440,724	(13)	(13)	Class B Common Stock	440,724	\$0.00	0	D ⁽⁶⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	
Series E Preferred Stock	(13)	10/18/2021		C ⁽¹³⁾			470,918	(13)	(13)	Class B Common Stock	470,918	\$0.00	0	I ⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners III-B, L.P.

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				
Series E Preferred Stock	(13)	10/18/2021		C ⁽¹³⁾			686,248	(13)	(13)	Class B Common Stock	686,248	\$0.00	0	I ⁽⁸⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners IV, L.P.
Series E Preferred Stock	(13)	10/18/2021		C ⁽¹³⁾			1,137,036	(13)	(13)	Class B Common Stock	1,137,036	\$0.00	0	I ⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class B Common Stock	(14)	10/18/2021		C ⁽¹³⁾		4,579,804		(14)	(14)	Class A Common Stock	4,579,804	\$0.00	5,504,195	D ⁽⁶⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	
Class B Common Stock	(14)	10/18/2021		C ⁽¹³⁾		4,893,578		(14)	(14)	Class A Common Stock	4,893,578	\$0.00	5,881,302	I ⁽⁷⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners III-B, L.P.
Class B Common Stock	(14)	10/18/2021		C ⁽¹³⁾		686,248		(14)	(14)	Class A Common Stock	686,248	\$0.00	1,382,283	I ⁽⁸⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners IV, L.P.
Class B Common Stock	(14)	10/18/2021		C ⁽¹³⁾		1,137,036		(14)	(14)	Class A Common Stock	1,137,036	\$0.00	2,290,287	I ⁽⁹⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class B Common Stock	(14)							(14)	(14)	Class A Common Stock	163,011		163,011	I ⁽²⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners V, L.P.
Class B Common Stock	(14)							(14)	(14)	Class A Common Stock	251,126		251,126	I ⁽³⁾⁽¹⁰⁾⁽¹¹⁾⁽¹²⁾	By ICONIQ Strategic Partners V-B, L.P.

1. Name and Address of Reporting Person*

ICONIQ Strategic Partners III, L.P.

(Last) (First) (Middle)

C/O ICONIQ CAPITAL, 394
PACIFIC AVENUE, 2ND FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ICONIQ Strategic Partners V, L.P.

(Last) (First) (Middle)

C/O ICONIQ CAPITAL
394 PACIFIC AVENUE, 2ND FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ICONIQ Strategic Partners V-B, L.P.

(Last) (First) (Middle)

C/O ICONIQ CAPITAL
394 PACIFIC AVENUE, 2ND FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

ICONIQ Strategic Partners V GP, L.P.

(Last) (First) (Middle)

C/O ICONIQ CAPITAL

394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO	CA	94111
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
ICONIQ Strategic Partners V TT GP, Ltd.		
(Last) (First) (Middle)		
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO	CA	94111
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Makan Divesh		
(Last) (First) (Middle)		
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO	CA	94111
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
Griffith William J.G.		
(Last) (First) (Middle)		
C/O ICONIQ CAPITAL		
394 PACIFIC AVENUE, 2ND FLOOR		
(Street)		
SAN FRANCISCO	CA	94111
(City) (State) (Zip)		

Explanation of Responses:

1. These shares were purchased from the underwriters at the closing of the Issuer's initial public offering ("IPO").
2. The shares are held by ICONIQ Strategic Partners V, L.P. ("ICONIQ V").
3. The shares are held by ICONIQ Strategic Partners V-B, L.P. ("ICONIQ V-B").
4. The shares are held by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").
5. The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B").
6. The shares are held by ICONIQ Strategic Partners III, L.P. ("ICONIQ III").
7. The shares are held by ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B").
8. The shares are held by ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV").
9. The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").
10. ICONIQ Strategic Partners III GP, L.P. ("ICONIQ III GP") is the sole general partner of each of ICONIQ III and 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 IV and ICONIQ IV-B. ICONIQ Strategic Partners IV TT GP, Ltd. ("ICONIQ IV Parent GP") is the sole general partner of ICONIQ IV GP.
11. (Continued from Footnote 10) ICONIQ Strategic Partners V GP, L.P. ("ICONIQ V GP") is the sole general partner of each of ICONIQ V and ICONIQ V-B. ICONIQ Strategic Partners V TT GP, Ltd. ("ICONIQ V Parent GP") is the sole general partner of ICONIQ V GP. ICONIQ Strategic Partners VI GP, L.P. ("ICONIQ VI GP") is the sole general partner of each of ICONIQ VI and ICONIQ VI-B. ICONIQ Strategic Partners VI TT GP, Ltd. ("ICONIQ VI Parent GP") is the sole general partner of ICONIQ VI GP. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders of ICONIQ III Parent GP. Makan, Griffith and Matthew Jacobson ("Jacobson") are the sole equity holders of each of ICONIQ IV Parent GP, ICONIQ V Parent GP and ICONIQ VI Parent GP.
12. Each of ICONIQ III GP, ICONIQ III Parent GP, ICONIQ IV GP, ICONIQ IV Parent GP, ICONIQ V GP, ICONIQ V Parent GP, ICONIQ VI GP, ICONIQ VI Parent GP, Makan, Griffith and Jacobson disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
13. Each share of Series D Preferred Stock and Series E Preferred Stock (together, the "Preferred Stock") automatically converted into one share of Class B Stock immediately prior to the closing of the IPO. The Preferred Stock had no expiration date.
14. 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 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.

Remarks:

This Form 4 is the second of two Forms 4 being filed relating to the same event. The Form 4 has been split into two filings because there are more than 10 Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 Reporting Persons. Each Form 4 will be filed by Designated Filer ICONIQ Strategic Partners III, L.P.

ICONIQ Strategic Partners III,
L.P., By: ICONIQ Strategic
Partners III GP, L.P., By: ICONIQ
Strategic Partners III TT GP, Ltd., 10/18/2021
By: Kevin Foster, Title:
Authorized Signatory, /s/ Kevin
Foster
ICONIQ Strategic Partners V,
L.P., By: ICONIQ Strategic
Partners V GP, L.P., By: ICONIQ
Strategic Partners V TT GP, Ltd., 10/18/2021
By: Kevin Foster, Title:
Authorized Signatory, /s/ Kevin
Foster

<u>ICONIQ Strategic Partners V-B, L.P., By: ICONIQ Strategic Partners V GP, L.P., By: ICONIQ Strategic Partners V TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>10/18/2021</u>
<u>ICONIQ Strategic Partners V GP, L.P., ICONIQ Strategic Partners V TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>10/18/2021</u>
<u>ICONIQ Strategic Partners V TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>10/18/2021</u>
<u>/s/ Divesh Makan</u>	<u>10/18/2021</u>
<u>/s/ William J.G. Griffith</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.