

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>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 X 10% Owner Officer (give title below) Other (specify below)		
(Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2022</u>					
(Street) <u>SAN FRANCISCO</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 X 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	07/28/2022		C ⁽¹⁾		1,515,132	A	(1)	3,030,265	D ⁽²⁾ (16)(17)(18)	
Class A Common Stock	07/28/2022		C ⁽³⁾		1,618,938	A	(3)	3,237,876	I ⁽⁴⁾ (16)(17)(18)	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock	07/28/2022		C ⁽⁵⁾		345,571	A	(5)	691,142	I ⁽⁶⁾ (16)(17)(18)	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock	07/28/2022		C ⁽⁷⁾		572,572	A	(7)	1,145,144	I ⁽⁸⁾ (16)(17)(18)	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock	07/28/2022		C ⁽⁹⁾		16,806	A	(9)	146,206	I ⁽¹⁰⁾ (16)(17)(18)	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock	07/28/2022		C ⁽¹¹⁾		27,738	A	(11)	223,388	I ⁽¹²⁾ (16)(17)(18)	By ICONIQ Strategic Partners V-B, L.P.
Class A Common Stock								429,104	I ⁽¹³⁾ (16)(17)(18)	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock								535,503	I ⁽¹⁴⁾ (16)(17)(18)	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock								334,827	I ⁽¹⁵⁾ (16)(17)(18)	By ICONIQ Investment Holdings, LP

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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											Transaction(s) (Instr. 4)		
Class of Common Stock (Instr. 3)	2. Conversion or Exercise Price of Derivative Security (19)	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. Class A Common Stock (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction(s) (Instr. 4)	10. Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	(19)	07/28/2022		C(3)		1,515,132	(19)	(19)	Class A Common Stock	\$0.00	1,515,132	I(4)(16)(17)(18)	By Strategic Partners III-B, L.P.
Class B Common Stock	(19)	07/28/2022		C(5)		345,571	(19)	(19)	Class A Common Stock	\$0.00	345,571	I(6)(16)(17)(18)	By Strategic Partners IV, L.P.
Class B Common Stock	(19)	07/28/2022		C(7)		572,572	(19)	(19)	Class A Common Stock	\$0.00	572,572	I(8)(16)(17)(18)	By Strategic Partners IV-B, L.P.
Class B Common Stock	(19)	07/28/2022		C(9)		16,806	(19)	(19)	Class A Common Stock	\$0.00	16,806	I(10)(16)(17)(18)	By Strategic Partners V, L.P.
Class B Common Stock	(19)	07/28/2022		C(11)		27,738	(19)	(19)	Class A Common Stock	\$0.00	27,738	I(12)(16)(17)(18)	By 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 III-B, L.P.](#)

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1. Name and Address of Reporting Person*
[ICONIQ Strategic Partners III GP, L.P.](#)

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1. Name and Address of Reporting Person*
[ICONIQ Strategic Partners III TT GP, Ltd.](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*
[ICONIQ Strategic Partners IV, L.P.](#)

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SAN FRANCISCO CA 94111		
(City) (State) (Zip)		
1. Name and Address of Reporting Person* ICONIQ Strategic Partners IV-B, L.P.		
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(City) (State) (Zip)		
1. Name and Address of Reporting Person* ICONIQ Strategic Partners IV GP, L.P.		
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1. Name and Address of Reporting Person* ICONIQ Strategic Partners IV TT GP, Ltd.		
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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. On July 28, 2022, ICONIQ Strategic Partners III, L.P. ("ICONIQ III") converted in the aggregate 1,515,132 shares of the Issuer's Class B Common Stock into 1,515,132 shares of the Issuer's Class A Common Stock.

2. The shares are held by ICONIQ III.

3. On July 28, 2022, ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B") converted in the aggregate 1,618,938 shares of the Issuer's Class B Common Stock into 1,618,938 shares of the Issuer's Class A Common Stock.

4. The shares are held by ICONIQ III-B.

5. On July 28, 2022, ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV") converted in the aggregate 345,571 shares of the Issuer's Class B Common Stock into 345,571 shares of the Issuer's Class A Common Stock.

6. The shares are held by ICONIQ IV.

7. On July 28, 2022, ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B") converted in the aggregate 572,572 shares of the Issuer's Class B Common Stock into 572,572 shares of the Issuer's Class A Common Stock.

8. The shares are held by ICONIQ IV-B.

9. On July 28, 2022, ICONIQ Strategic Partners V, L.P. ("ICONIQ V") converted in the aggregate 16,806 shares of the Issuer's Class B Common Stock into 16,806 shares of the Issuer's Class A Common Stock.

10. The shares are held by ICONIQ V.

11. On July 28, 2022, ICONIQ Strategic Partners V-B, L.P. ("ICONIQ V-B") converted in the aggregate 27,738 shares of the Issuer's Class B Common Stock into 27,738 shares of the Issuer's Class A Common Stock.

12. The shares are held by ICONIQ V-B.

13. The shares are held by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").

14. The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B").

15. The shares are held by ICONIQ Investment Holdings, LP ("ICONIQ Investment").

16. 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. 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

17. (continued) and 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. Makan is the sole member of ICONIQ Investment 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.

18. 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, ICONIQ Investment 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.

19. 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 first 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.

<u>ICONIQ Strategic Partners III, L.P., By: ICONIQ Strategic Partners III GP, L.P., By: ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>08/01/2022</u>
<u>ICONIQ Strategic Partners III-B, L.P., By: ICONIQ Strategic Partners III GP, L.P., By: ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>08/01/2022</u>
<u>ICONIQ Strategic Partners III GP, L.P., ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>08/01/2022</u>
<u>ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>08/01/2022</u>
<u>ICONIQ Strategic Partners IV, L.P., By: ICONIQ Strategic Partners IV GP, L.P., By: ICONIQ Strategic Partners IV TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>08/01/2022</u>
<u>ICONIQ Strategic Partners IV-B, L.P., By: ICONIQ Strategic Partners IV GP, L.P., By: ICONIQ Strategic Partners IV TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>08/01/2022</u>
<u>ICONIQ Strategic Partners IV GP, L.P., ICONIQ Strategic Partners IV TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>08/01/2022</u>
<u>ICONIQ Strategic Partners IV TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u>	<u>08/01/2022</u>
<u>/s/ Divesh Makan</u>	<u>08/01/2022</u>
<u>/s/ William J.G. Griffith</u>	<u>08/01/2022</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.