

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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) 445 SHERMAN AVENUE SUITE 230  (Street) PALO ALTO CA 94306  (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>07/06/2022</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 <input 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			
Class A common stock	07/06/2022		J <sup>(1)</sup>		3,031,943	D	\$0.00	11,899,257	I	See footnotes <sup>(2)(3)</sup>
Class A common stock	07/06/2022		J <sup>(4)</sup>		142,452	A	\$0.00	142,452	D <sup>(5)</sup>	
Class A common stock	07/06/2022		J <sup>(6)</sup>		142,452	A	\$0.00	142,452	D <sup>(7)</sup>	
Class A common stock	07/06/2022		S		41,876	D	\$56.33 <sup>(8)</sup>	100,576	D <sup>(7)</sup>	
Class A common stock	07/06/2022		S		28,124	D	\$56.93 <sup>(9)</sup>	72,452	D <sup>(7)</sup>	
Class A common stock	07/06/2022		J <sup>(10)</sup>		142,454	A	\$0.00	142,454	D <sup>(11)</sup>	
Class A common stock	07/07/2022		S		26,123	D	\$58.3 <sup>(12)</sup>	116,331	D <sup>(11)</sup>	
Class A common stock	07/07/2022		S		30,304	D	\$59.07 <sup>(13)</sup>	86,027	D <sup>(11)</sup>	
Class A common stock	07/08/2022		S		2,900	D	\$55.51 <sup>(14)</sup>	83,127	D <sup>(11)</sup>	
Class A common stock	07/08/2022		S		5,182	D	\$56.42 <sup>(15)</sup>	77,945	D <sup>(11)</sup>	
Class A common stock	07/08/2022		S		21,741	D	\$57.56 <sup>(16)</sup>	56,204	D <sup>(11)</sup>	
Class A common stock	07/08/2022		S		12,900	D	\$58.32 <sup>(17)</sup>	43,304	D <sup>(11)</sup>	
Class A common stock	07/08/2022		S		850	D	\$58.99 <sup>(18)</sup>	42,454	D <sup>(11)</sup>	

**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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
August Capital Management VII, L.L.C.  
  
 (Last) (First) (Middle)  
 445 SHERMAN AVENUE  
 SUITE 230  
  
 (Street)  
 PALO ALTO CA 94306  
  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[August Capital Strategic Partners VII, L.P.](#)

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(Last) (First) (Middle)

445 SHERMAN AVENUE  
SUITE 230

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(Street)

PALO ALTO CA 94306

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[August Capital VII, L.P.](#)

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(Last) (First) (Middle)

445 SHERMAN AVENUE  
SUITE 230

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(Street)

PALO ALTO CA 94306

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CARLBORG W ERIC](#)

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(Last) (First) (Middle)

445 SHERMAN AVENUE  
SUITE 230

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(Street)

PALO ALTO CA 94306

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Hartenbaum Howard](#)

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(Last) (First) (Middle)

445 SHERMAN AVENUE  
SUITE 230

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(Street)

PALO ALTO CA 94306

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Hornik David](#)

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(Last) (First) (Middle)

445 SHERMAN AVENUE  
SUITE 230

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(Street)

PALO ALTO CA 94306

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(City) (State) (Zip)

**Explanation of Responses:**

- On July 6, 2022, August Capital VII, L.P., for itself and as nominee for August Capital Strategic Partners VII, L.P. (collectively, the "August Capital VII Funds") distributed, for no consideration, 3,031,943 shares of the Issuer's Class A Common Stock (the "August Capital VII Shares") to their respective limited partners and to August Capital Management VII, L.L.C. ("ACM VII"), the general partner of the August Capital VII Funds, representing each such partner's pro rata interest in such August Capital VII Shares. On the same date, ACM VII distributed, for no consideration, the August Capital VII Shares it received in the distribution by August Capital VII Funds to its members, representing each such member's pro rata interest in such August Capital VII Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and/or 16a-9 of the Securities Exchange Act of 1934, as amended.
- These securities are held directly by August Capital VII, L.P., for itself and as nominee for August Capital Strategic Partners VII, L.P. ACM VII is the general partner of the August Capital VII Funds and may be deemed to have sole voting power and sole investment power over the shares held by the August Capital VII Funds. David Hornik ("Hornik"), W. Eric Carlborg ("Carlborg"), and Howard Hartenbaum ("Hartenbaum") are members of ACM VII and may be deemed to have shared voting and investment power with respect to the shares held by the August Capital VII Funds.
- Each of the Reporting Persons disclaims the existence of a "group" and disclaims beneficial ownership of the securities held by the August Capital VII Funds (and this report shall not be deemed an admission that any such person is the beneficial owner of such securities), except to the extent of such person's pecuniary interest therein, if any.
- Represents shares received by Carlborg pursuant to pro rata distributions by the August Capital VII Funds and ACM VII, for no consideration, of the shares of the August Capital VII Shares to their respective partners or members, as applicable. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and/or 16a-9 of the Securities Exchange Act of 1934, as amended.

5. Shares held by Carlborg. Each of the Reporting Persons disclaims the existence of a "group" and, other than Carlborg, disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.
6. Represents shares received by Hartenbaum pursuant to pro rata distributions by the August Capital VII Funds and ACM VII, for no consideration, of the shares of the August Capital VII Shares to their respective partners or members, as applicable. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and/or 16a-9 of the Securities Exchange Act of 1934, as amended.
7. Shares held by Hartenbaum. Each of the Reporting Persons disclaims the existence of a "group" and, other than Hartenbaum, disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.81 to \$56.80, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.81 to \$57.13, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
10. Represents shares received by Hornik pursuant to pro rata distributions by the August Capital VII Funds and ACM VII, for no consideration, of the shares of the August Capital VII Shares to their respective partners or members, as applicable. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and/or 16a-9 of the Securities Exchange Act of 1934, as amended.
11. Shares held by Hornik. Each of the Reporting Persons disclaims the existence of a "group" and, other than Hornik, disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that any such person is the beneficial owner of such securities, except to the extent of such person's pecuniary interest therein, if any.
12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.76 to \$58.75, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.76 to \$59.27, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.91 to \$55.89, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.91 to \$56.90, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.92 to \$57.91, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.92 to \$58.91, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.93 to \$59.05, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

**Remarks:**

/s/ Abigail Hipps, Attorney-in-Fact for August Capital Management VII, L.L.C. 07/08/2022

/s/ Abigail Hipps, Attorney-in-Fact for August Capital Strategic Partners VII, L.P. 07/08/2022

/s/ Abigail Hipps, Attorney-in-Fact for August Capital VII, L.P. 07/08/2022

/s/ Abigail Hipps, Attorney-in-Fact for W. Eric Carlborg 07/08/2022

/s/ Abigail Hipps, Attorney-in-Fact for Howard Hartenbaum 07/08/2022

/s/ Abigail Hipps, Attorney-in-Fact for David Hornik 07/08/2022

\*\* 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.**