

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
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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 VI, L.P.</u> <hr/> (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u> <hr/> (Street) <u>SAN FRANCISCO CA 94111</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/18/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [GTLB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) </div>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <div> Form filed by One Reporting Person Form filed by More than One Reporting Person <input checked="" type="checkbox"/> </div>

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	144,598 ⁽¹⁾	D ⁽²⁾⁽⁴⁾⁽⁵⁾	
Class A Common Stock	180,452 ⁽¹⁾	I ⁽³⁾⁽⁴⁾⁽⁵⁾	By ICONIQ Strategic Partners VI-B, L.P.

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>ICONIQ Strategic Partners VI, L.P.</u> <hr/> (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u> <hr/> (Street) <u>SAN FRANCISCO CA 94111</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>ICONIQ Strategic Partners VI-B, L.P.</u> <hr/> (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u> <hr/> (City) (State) (Zip)

(Street)
SAN FRANCISCO CA 94111

(City)(State)(Zip)

1. Name and Address of Reporting Person*
ICONIQ Strategic Partners VI 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 VI TT GP, Ltd.

(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.
- 2. The shares are held by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").
- 3. The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B").
- 4. 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"), William J.G. Griffith ("Griffith") and Matthew Jacobson ("Jacobson") are the sole equity holders of ICONIQ VI Parent GP.
- 5. Each of 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.

Remarks:

ICONIQ Strategic Partners
VI, L.P., By: ICONIQ
Strategic Partners VI GP,
L.P., By: ICONIQ
Strategic Partners VI TT
GP, Ltd., By: Kevin Foster,
Title: Authorized
Signatory, /s/ Kevin Foster
ICONIQ Strategic Partners
VI-B, L.P., By: ICONIQ
Strategic Partners VI GP,
L.P., By: ICONIQ
Strategic Partners VI TT
GP, Ltd., By: Kevin Foster,
Title: Authorized
Signatory, /s/ Kevin Foster
ICONIQ Strategic Partners
VI GP, L.P., ICONIQ
Strategic Partners VI TT
GP, Ltd., By: Kevin Foster,
Title: Authorized
Signatory, /s/ Kevin Foster
ICONIQ Strategic Partners 10/28/2021

VI TT GP, Ltd., By: Kevin
Foster, Title: Authorized
Signatory, /s/ Kevin Foster

** Signature of Reporting Date
Person

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 5 (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.