

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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 Investment Holdings, LP</u> <hr/> (Last) (First) (Middle) C/O ICONIQ CAPITAL 394 PACIFIC AVENUE, 2ND FLOOR <hr/> (Street) SAN FRANCISCO CA 94111 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/10/2021	3. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [GTLB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 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	10	D ⁽¹⁾⁽²⁾	

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*
ICONIQ Investment Holdings, LP

 (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 Capital Group GP, LLC

 (Last) (First) (Middle)
 C/O ICONIQ CAPITAL
 394 PACIFIC AVENUE, 2ND FLOOR

 (Street)
 SAN FRANCISCO CA 94111

 (City) (State) (Zip)

FRANCISCO

(City)

(State)

(Zip)

Explanation of Responses:

1. Shares held by ICONIQ Investment Holdings, LP ("ICONIQ Investment"). ICONIQ Capital Group GP, LLC ("ICONIQ Investment GP") is the general partner of ICONIQ Investment.
2. ICONIQ Investment GP 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 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 Investment Holdings, LP, By: ICONIQ Capital Group GP, LLC, By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster 12/14/2021

ICONIQ Capital Group GP, LLC, By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster 12/14/2021

** 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 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.