FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

washington,	D.C. 20049

	OMB APPRO	OVAL
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l	hours per response:	0.5

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

Name and Address of Reporting Person* Makan Divesh	2. Issuer Name an Gitlab Inc. [ading Symbo	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner						
(Last) (First) (First) (CO ICONIQ CAPITAL	3. Date of Earliest 12/27/2022	Transac	ction (I	Month/Day/Yo		Officer (give t below)		Other (specify below)			
394 PACIFIC AVENUE, 2ND FLOO	4. If Amendment, [Date of	Origina	al Filed (Mon	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(Street) SAN FRANCISCO CA 9											
(City) (State) (Z	Zip)										
Table	I - Non-Derivat	tive Securities	Acqu	ired,	Dispose	d of, c	r Benef	icia	lly Owned		
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day.		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 an			Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	٧	Amount	(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	12/27/2022		S		34,187	D	\$44.37	9(1)	19,489	D ⁽²⁾	
Class A Common Stock	12/27/2022		S		19,489	D	\$45.119	9(3)	0	D ⁽²⁾	
Class A Common Stock									3,030,265	I(4)(13)(14)(15)	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock									3,237,876	I(5)(13)(14)(15)	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock									691,142	I(6)(13)(14)(15)	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock									1,145,144	I(7)(13)(14)(15)	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock									146,206	I(8)(13)(14)(15)	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock									223,388	I(9)(13)(14)(15)	By ICONIQ Strategic Partners V-B, L.P.
Class A Common Stock									429,104	I(10)(13)(14)(15)	By ICONIQ Strategic Partners VI, L.P.
		1							I	1	

1. Title of Security (Instr. 3) Class A Common Stock		2. Transaction Date (Month/Day/Year	Exe	2A. Deemed Execution Date, if any (Month/Day/Year		3. Transaction Code (Instr. 8)							5. Amoun Securities Beneficia Owned Following	s Ily	6. Own Form: I (D) or I (I) (Inst	Direct ndirect r. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	Amount		A) or Price		e	Reported Transaction(s) (Instr. 3 and 4)				(1130.4)
													535,503		I(11)(13)(14)(15)		By ICONIQ Strategic Partners VI-B, L.P.	
Class A Common Stock													334,827		I(12)(13)(14)(15)		By ICONIQ Investment Holdings, LP	
		Tal	ole II - Derivati (e.g., pu												d			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	ercise of ative (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code 8)		5. Nu of Deriv Secur Acqu (A) or Dispo of (D) (Instr	ative rities ired osed	6. Date Expirati (Month/	ion Dat		An Se Un De Se	moui ecuri nderl eriva	ties lying tive ty (Instr.	8. Price of Derivative Security (Instr. 5)	9. Num derivati Securit Benefic Owned Followi Reporte Transac (Instr. 4	ve ies ially ng ed ction(s)	10. Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficia Ownershi ct (Instr. 4)
				Code	v	(A)		Date Exercis	able	Expiratio Date			Amount or Number of Shares					

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$44.00 to \$44.995. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.

- 2. The shares are held directly by the Reporting Person through a family trust of which he is a trustee and another estate planning trust having an independent trustee. The Reporting Person 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 his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- 3. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$45.01 to \$45.24. Full information regarding the number of shares sold at each separate price can be furnished to the SEC staff upon request.
- 4. The shares are held by ICONIQ Strategic Partners III, L.P. ("ICONIQ III").
- 5. The shares are held by ICONIO Strategic Partners III-B. L.P. ("ICONIO III-B").
- 6. The shares are held by ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV").
- 7. The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").
- 8. The shares are held by ICONIQ Strategic Partners V, L.P. ("ICONIQ V")
- 9. The shares are held by ICONIQ Strategic Partners V-B, L.P. ("ICONIQ V-B"). 10. The shares are held by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").
- 11. The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B").
- 12 The shares are held by ICONIO Investment Holdings LP ("ICONIO Investment")
- 13. 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 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.
- 14. (Continued from Footnote 13) ("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. ICONIQ Capital Group GP, LLC ("ICONIQ Investment GP") is the general partner of ICONIQ Investment. The Reporting Person is the sole member of ICONIQ Investment GP. The Reporting Person and William J.G. Griffith") are the sole equity holders of ICONIQ III Parent GP. The Reporting Person, 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.
- 15. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose

Remarks:

/s/ Divesh Makan

** Signature of Reporting Person

12/29/2022

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.