

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Makan Divesh</u>  (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u>  (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94111</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [ GTLB ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2022</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	12/27/2022		S		34,187	D	\$44.379 <sup>(1)</sup>	19,489	D <sup>(2)</sup>	
Class A Common Stock	12/27/2022		S		19,489	D	\$45.1199 <sup>(3)</sup>	0	D <sup>(2)</sup>	
Class A Common Stock								3,030,265	I <sup>(4)(13)(14)(15)</sup>	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock								3,237,876	I <sup>(5)(13)(14)(15)</sup>	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								691,142	I <sup>(6)(13)(14)(15)</sup>	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock								1,145,144	I <sup>(7)(13)(14)(15)</sup>	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock								146,206	I <sup>(8)(13)(14)(15)</sup>	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock								223,388	I <sup>(9)(13)(14)(15)</sup>	By ICONIQ Strategic Partners V-B, L.P.
Class A Common Stock								429,104	I <sup>(10)(13)(14)(15)</sup>	By ICONIQ Strategic Partners VI, L.P.

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			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock								535,503	I <sup>(11)</sup> (13)(14)(15)	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock								334,827	I <sup>(12)</sup> (13)(14)(15)	By ICONIQ Investment Holdings, LP

**Explanation of Responses:**

## Remarks:

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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