

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

☐ 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

OMB APPROVAL	
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<div>1. Name and Address of Reporting Person*</div> <div>Jacobson Matthew</div> <div>(Last) (First) (Middle)</div> <div>C/O ICONIQ CAPITAL</div> <div>50 BEALE ST., STE. 2300</div> <div>(Street)</div> <div>SAN FRANCISCO CA 94105</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>Gitlab Inc. [GTLB]</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</div> <div>Officer (give title below) Other (specify below)</div>	
	<div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>06/13/2023</div>		
	<div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>	
	<div>Rule 10b5-1(c) Transaction Indication</div> <div><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</div>		

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	06/13/2023		c ⁽¹⁾		1,450,318	A	(1)	2,788,546	I ⁽²⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock	06/13/2023		j ⁽¹⁾		725,159	D	(1)	2,063,387	I ⁽²⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock	06/13/2023		c ⁽³⁾		1,549,682	A	(3)	2,979,595	I ⁽⁴⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock	06/13/2023		j ⁽³⁾		774,841	D	(3)	2,204,754	I ⁽⁴⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								691,142	I ⁽⁵⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock								1,145,144	I ⁽⁶⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock								146,206	I ⁽⁷⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock								223,388	I ⁽⁸⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners V-B, L.P.
Class A Common Stock								429,104	I ⁽⁹⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners VI, L.P.

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								535,503	I ⁽¹⁰⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock								334,827	I ⁽¹¹⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Investment Holdings, LP
Class A Common Stock								238,628 ⁽¹⁵⁾	D ⁽¹⁵⁾	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	(16)	06/13/2023		C ⁽¹⁾			1,450,318	(16)	(16)	Class A Common Stock	1,450,318	\$0.00	1,579,947	I ⁽²⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners III, L.P.
Class B Common Stock	(16)	06/13/2023		C ⁽³⁾			1,549,682	(16)	(16)	Class A Common Stock	1,549,682	\$0.00	1,688,193	I ⁽⁴⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners III-B, L.P.
Class B Common Stock	(16)							(16)	(16)	Class A Common Stock	691,141		691,141	I ⁽⁵⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners IV, L.P.
Class B Common Stock	(16)							(16)	(16)	Class A Common Stock	1,145,143		1,145,143	I ⁽⁶⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class B Common Stock	(16)							(16)	(16)	Class A Common Stock	146,205		146,205	I ⁽⁷⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners V, L.P.
Class B Common Stock	(16)							(16)	(16)	Class A Common Stock	223,388		223,388	I ⁽⁸⁾⁽¹²⁾⁽¹³⁾⁽¹⁴⁾	By ICONIQ Strategic Partners V-B, L.P.

Explanation of Responses:

- On June 13, 2023, ICONIQ Strategic Partners III, L.P. ("ICONIQ III") converted in the aggregate 1,450,318 shares of the Issuer's Class B Common Stock into 1,450,318 shares of the Issuer's Class A Common Stock. On the same date, ICONIQ III distributed, for no consideration, in the aggregate 725,159 shares of the Issuer's Class A Common Stock (the "ICONIQ III Shares") to its limited partners and to ICONIQ Strategic Partners GP III, L.P. ("ICONIQ III GP"), representing each such partner's pro rata interest in such ICONIQ III Shares. On the same date, ICONIQ III GP distributed, for no consideration, the ICONIQ III Shares it received in the distribution by ICONIQ III to its partners, representing each such partner's pro rata interest in such ICONIQ III Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- The shares are held by ICONIQ III.
- On June 13, 2023, ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B") converted in the aggregate 1,549,682 shares of the Issuer's Class B Common Stock into 1,549,682 shares of the Issuer's Class A Common Stock. On the same date, ICONIQ III-B distributed, for no consideration, in the aggregate 774,841 shares of the Issuer's Class A Common Stock (the "ICONIQ III-B Shares") to its limited partners and to ICONIQ III GP, representing each such partner's pro rata interest in such ICONIQ III-B Shares. On the same date, ICONIQ III GP distributed, for no consideration, the ICONIQ III-B Shares it received in the distribution by ICONIQ III-B to its partners, representing each such partner's pro rata interest in such ICONIQ III-B Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Exchange Act.
- The shares are held by ICONIQ III-B.
- The shares are held by ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV").
- The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").
- The shares are held by ICONIQ Strategic Partners V, L.P. ("ICONIQ V").
- The shares are held by ICONIQ Strategic Partners V-B, L.P. ("ICONIQ V-B").
- The shares are held by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").
- The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B").
- The shares are held by ICONIQ Investment Holdings, LP ("ICONIQ Investment").
- 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 ICONIQ IV GP. ICONIQ Strategic Partners V GP, L.P. ("ICONIQ V 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.
- (continued) 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. ICONIQ Capital Group GP, LLC ("ICONIQ Investment GP") is the general partner of ICONIQ Investment. Divesh Makan ("Makan") is the sole member of ICONIQ Investment GP. Makan and William J.G. Griffith ("Griffith") are the sole equity holders of ICONIQ III Parent GP. Makan, Griffith and the Reporting Person are the sole equity holders of each of ICONIQ IV Parent GP, ICONIQ V Parent GP and ICONIQ VI Parent GP.
- 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.
- The shares are held by the Reporting Person through a trust of which he is a trustee. Includes an aggregate of 70,596 ICONIQ III Shares and ICONIQ III-B Shares received in the distributions described in footnotes (1) and (3) above. The Reporting Person disclaims beneficial ownership of the shares held by such trust 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.

16. Each share of the Issuer's Class B Common Stock (the "Class B Stock") is convertible into one share of the Issuer's Class A Common Stock at any time and will convert automatically upon certain transfers and upon the earlier of (i) ten years from the date of the IPO, (ii) the death or disability of Sytse Sijbrandij, (iii) the first date following the completion of the IPO on which the number of shares of outstanding Class B Stock (including shares of Class B Stock subject to outstanding stock options) is less than 5% of the aggregate number of shares of the Issuer's common stock then outstanding and (iv) the date specified by a vote of the holders of two-thirds of the then outstanding shares of Class B Stock.

Remarks:

/s/ Matthew Jacobson 06/15/2023

** 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.

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