

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GITLAB INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

47-1861035
(I.R.S. Employer
Identification No.)

Address Not Applicable¹
(Address of Principal Executive Offices) (Zip Code)

2021 Equity Incentive Plan
2021 Employee Stock Purchase Plan
(Full Title of the Plans)

Corporation Service Company
251 Little Falls Drive
Wilmington, DE 19808
(800) 927-9800
(Name, address and telephone number, including area code, of agent for service)

Please send copies of all communications to:

Cynthia Hess
Ryan Mittness
Fenwick & West LLP
801 California Street
Mountain View, California 94041
(650) 988-8500

Robin J. Schulman
Chief Legal Officer, Head of Corporate Affairs, and Corporate Secretary
GitLab Inc.
Address Not Applicable

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

¹We are a remote-only company. Accordingly, we do not maintain a headquarters. For purposes of compliance with applicable requirements of the Securities Act and Securities Exchange Act of 1934, as amended, any stockholder communication required to be sent to our principal executive offices may be directed to the agent for service of process named above, or to the email address: reach.GitLab@GitLab.com.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8
REGISTRATION OF ADDITIONAL SECURITIES**

GitLab Inc. (the "**Registrant**") is filing this Registration Statement with the Securities and Exchange Commission (the "**Commission**") to register (a) 7,557,298 additional shares of Class A Common stock available for issuance under the Registrant's 2021 Equity Incentive Plan (the "**2021 EIP**"), pursuant to the provision of the 2021 EIP providing for an annual 5% automatic increase in the number of shares reserved for issuance and (b) 1,511,459 additional shares of Class A Common stock available for issuance under the Registrant's 2021 Employee Stock Purchase Plan (the "**2021 ESPP**"), pursuant to the provision of the 2021 ESPP providing for an annual 1% automatic increase in the number of shares reserved for issuance.

In accordance with General Instruction E of Form S-8, and only with respect to the common stock issuable under the 2021 EIP and 2021 ESPP, this Registration Statement hereby incorporates by reference the contents of the Registrant's Registration Statements on Form S-8 filed with the Commission on October 14, 2021 ([Registration No. 333-26045](#)) and April 11, 2022 ([Registration No. 333-264224](#)), to the extent not superseded hereby.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”) are incorporated herein by reference:

- a) the Registrant’s Annual Report on [Form 10-K](#) for the year ended January 31, 2023, filed with the Commission on March 30, 2023 pursuant to Section 13 of the Exchange Act;
- b) all other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K referred to in (a) above; and
- c) The description of the Registrant’s Class A Common Stock which is contained in a registration statement on [Form 8-A](#) filed on October 8, 2021 (File No. 001-40895) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.1	Restated Certificate of Incorporation of the Registrant	10-Q	001-40895	3.1	12/06/2021	
4.2	Amended and Restated Bylaws of the Registrant	8-K	001-40895	3.1	12/15/2022	
4.3	Form of Registrant’s Common Stock Certificate	S-1/A	333-259602	4.1	10/04/2021	
5.1	Opinion of Fenwick & West LLP					X
23.1	Consent of independent registered public accounting firm					X
23.2	Consent of Fenwick & West LLP (contained in Exhibit 5.1)					X
24.1	Power of Attorney (included on signature page of this Registration Statement)					X
99.2	2021 Equity Incentive Plan	S-1/A	333-259602	10.3	10/04/2021	
99.3	2021 Employee Stock Purchase Plan	S-1	333-259602	10.4	09/17/2021	
107	Filing Fees Exhibit					X

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in San Francisco, California, on this 31st day of March, 2023.

GITLAB INC.

/s/ Brian Robins _____

Brian Robins

Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Sytse Sijbrandij, Brian Robins and Robin Schulman, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Sytse Sijbrandij</u> Sytse Sijbrandij	Chief Executive Officer and Chair of the Board of Directors (<i>Principal Executive Officer</i>)	March 31, 2023
<u>/s/ Brian Robins</u> Brian Robins	Chief Financial Officer (<i>Principal Financial Officer</i>)	March 31, 2023
<u>/s/ Dale Brown</u> Dale Brown	Principal Accounting Officer	March 31, 2023
<u>/s/ Sundeep Bedi</u> Sundeep Bedi	Director	March 31, 2023
<u>/s/ Karen Blasing</u> Karen Blasing	Director	March 31, 2023
<u>/s/ Sue Bostrom</u> Sue Bostrom	Director	March 31, 2023
<u>/s/ Matthew Jacobson</u> Matthew Jacobson	Director	March 31, 2023
<u>/s/ Mark Porter</u> Mark Porter	Director	March 31, 2023
<u>/s/ Merline Saintil</u> Merline Saintil	Director	March 31, 2023
<u>/s/ Godfrey Sullivan</u> Godfrey Sullivan	Director	March 31, 2023

March 31, 2023

GitLab Inc.

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to GitLab Inc., a Delaware corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about March 31, 2023 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 9,068,757 shares (the "**Shares**") of the Company's Class A Common Stock, \$0.0000025 par value per share (the "**Class A Common Stock**") subject to issuance by the Company (a) upon the exercise or settlement of equity awards to be granted under the Company's 2021 Equity Incentive Plan (the "**2021 EIP**"), and (b) pursuant to purchase rights to acquire shares of Class A Common Stock to be granted under the Company's 2021 Employee Stock Purchase Plan (the "**ESPP**", and together with the 2021 EIP, the "**Plans**").

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the "**Opinion Certificate**"). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than as has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System ("**EDGAR**"), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your use in connection with the issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,
/s/ Fenwick & West LLP
Fenwick & West LLP



KPMG LLP
BNY Mellon Center
Suite 3400
500 Grant Street
Pittsburgh, PA 15219-2598

Consent of Independent Registered Public Accounting Firm

We consent to the use of our reports dated March 30, 2023, with respect to the consolidated financial statements of GitLab Inc. and subsidiaries, and the effectiveness of internal control over financial reporting, incorporated herein by reference.

/s/ KPMG LLP

Pittsburgh, Pennsylvania
March 31, 2023

KPMG LLP, a Delaware limited liability partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

CALCULATION OF FILING FEE TABLES

Form S-8
(Form Type)

GitLab Inc.

(Exact Name of Registrant as Specified in Its Charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Class A Common stock, par value \$0.0000025 per share, 2021 Equity Incentive Plan	Rule 457(c) and Rule 457(h)	7,557,298 ⁽²⁾	\$33.86 ⁽³⁾	\$255,890,099	0.0001102	\$28,200
Equity	Class A Common stock, par value \$0.0000025 per share, 2021 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	1,511,459 ⁽³⁾	\$28.78 ⁽³⁾	\$43,501,300	0.0001102	\$4,794
Total Offering Amounts							\$32,994
Total Fee Offsets⁽⁶⁾							—
Net Fee Due							\$32,994

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A Common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Class A Common stock.
- (2) Represents additional shares of Class A Common stock reserved for issuance under the Registrant’s 2021 Equity Incentive Plan (the “*2021 EIP*”) resulting from the annual 5% automatic increase in the number of authorized shares reserved for issuance under the 2021 EIP. The increase was effective as of February 1, 2023.
- (3) Represents additional shares of Class A Common stock reserved for issuance under the Registrant’s 2021 Employee Stock Purchase Plan (the “*2021 ESPP*”) resulting from the annual 1% automatic increase in the number of authorized shares reserved for issuance under the 2021 ESPP. The increase was effective as of February 1, 2023.
- (4) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Registrant’s Class A Common stock as reported by the Nasdaq Global Market on March 27, 2023.
- (5) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low prices of the Registrant’s Class A Common stock as reported by the Nasdaq Global Market on March 27, 2023, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2021 ESPP.
- (6) The Registrant does not have any fee offsets.