

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ 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 * | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
| <u>ROBINS BRIAN G</u> | <u>Gitlab Inc. [GTLB]</u> | Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> |
| (Last) (First) (Middle) <u>C/O GITLAB INC.</u> | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/10/2023</u> | |
| (Street) <u>NOT APPLICABLE DE</u> | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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 |
| (City) (State) (Zip) | Rule 10b5-1(c) Transaction Indication <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. | |

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 | | | |
| <u>Class A Common Stock</u> | <u>07/10/2023</u> | | <u>s⁽¹⁾</u> | | <u>1,300</u> | <u>D</u> | <u>\$48.8⁽²⁾</u> | <u>515,549</u> | <u>D</u> | |
| <u>Class A Common Stock</u> | <u>07/10/2023</u> | | <u>s⁽¹⁾</u> | | <u>7,184</u> | <u>D</u> | <u>\$50.12⁽³⁾</u> | <u>508,365</u> | <u>D</u> | |
| <u>Class A Common Stock</u> | <u>07/10/2023</u> | | <u>s⁽¹⁾</u> | | <u>1,516</u> | <u>D</u> | <u>\$50.59⁽⁴⁾</u> | <u>506,849⁽⁵⁾</u> | <u>D</u> | |

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 | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

1. The sales reported on this Form 4 were executed pursuant to a trading plan entered into by the reporting person on December 29, 2022 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.43 to \$49.41, inclusive. The Reporting Person undertakes to provide to GitLab Inc., any security holder of GitLab Inc., or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote 2, footnote 3, and footnote 4.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.48 to \$50.47, inclusive.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.48 to \$50.68, inclusive.
5. Includes shares of Class A Common Stock that have not yet vested. This also includes shares acquired pursuant to the Company's Employee Stock Purchase Plan.

Remarks:

/s/ Robin Schulman,
Attorney-in-Fact for Brian G. 07/12/2023
Robins

** 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.

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.