

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2) *

GitLab Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

37637K108

(CUSIP Number)

December 31, 2023

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

1	NAME OF REPORTING PERSON August Capital VII, L.P. ("August VII")		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares	
	6	SHARED VOTING POWER See response to row 5.	
	7	SOLE DISPOSITIVE POWER 0 shares	
	8	SHARED DISPOSITIVE POWER See response to row 7.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%		
12	TYPE OF REPORTING PERSON PN		

1	NAME OF REPORTING PERSON August Capital Management VII, L.L.C. ("ACM VII")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 0 shares
	6 SHARED VOTING POWER See response to row 5.
	7 SOLE DISPOSITIVE POWER 0 shares
	8 SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%
12	TYPE OF REPORTING PERSON OO

1	NAME OF REPORTING PERSON W. Eric Carlborg ("Carlborg")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 788,200 shares
	6 SHARED VOTING POWER 0 shares
	7 SOLE DISPOSITIVE POWER 788,200 shares
	8 SHARED DISPOSITIVE POWER 0 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 788,200
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.7%
12	TYPE OF REPORTING PERSON IN

1	NAME OF REPORTING PERSON		Howard Hartenbaum ("Hartenbaum")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	391,226 shares
	6	SHARED VOTING POWER	0 shares
	7	SOLE DISPOSITIVE POWER	391,226 shares
	8	SHARED DISPOSITIVE POWER	0 shares
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		391,226
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		0.4%
12	TYPE OF REPORTING PERSON		IN

1	NAME OF REPORTING PERSON			David Hornik ("Hornik")
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares		
	6	SHARED VOTING POWER 0 shares		
	7	SOLE DISPOSITIVE POWER 0 shares		
	8	SHARED DISPOSITIVE POWER 0 shares		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			0.0%
12	TYPE OF REPORTING PERSON			IN

ITEM 1(A). NAME OF ISSUER

GitLab Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Not applicable. The issuer is a remote-only company that does not maintain a headquarters or principal executive office.

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by August Capital VII, L.P. ("August VII"), August Capital Management VII, L.L.C., a Delaware limited liability company ("ACM VII"), and W. Eric Carlborg ("Carlborg"), Howard Hartenbaum ("Hartenbaum") and David M. Hornik ("Hornik"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ACM VII, the general partner of August VII, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by August VII.

Carlborg, Hartenbaum and Hornik are members of ACM VII and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by August VII.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

August Capital
445 Sherman Avenue, Suite 230
Palo Alto, California 94306

ITEM 2(C). CITIZENSHIP

August VII is a Delaware limited partnership. ACM VII is a Delaware limited liability company. Carlborg, Hartenbaum and Hornik are United States Citizens.

ITEM 2(D) and (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Class A Common Stock
CUSIP #37637K108

ITEM 3. Not Applicable.ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The following information with respect to the ownership of the Class A Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2023 (based on 107,900,000 shares of Class A Common Stock of the issuer outstanding as of November 27, 2023 as reported by the issuer in its Form 10-Q for the quarterly period ended October 31, 2023).

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of 5 percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreement of August VII, and the limited liability company agreement of ACM VII, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2024

AUGUST CAPITAL VII, L.P., a Delaware Limited Partnership

AUGUST CAPITAL MANAGEMENT VII, L.L.C., a Delaware Limited Liability Company

By: /s/ Abigail Hipps
Abigail Hipps
Attorney-in-Fact*

W. ERIC CARLBORG
HOWARD HARTENBAUM
DAVID M. HORNIK

By: /s/ Abigail Hipps
Abigail Hipps
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

EXHIBIT INDEX

Exhibit

Found on
Sequentially
Numbered Page

[Exhibit A: Agreement of Joint Filing](#)

[11](#)

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Class A Common Stock of GitLab Inc. shall be filed on behalf of each of the Reporting Persons. Note that a copy of the applicable Agreement of Joint Filing is already on file with the appropriate agencies.
