

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
Steven Levine
James Evans
Ran Ben-Tzur
Ryan Mitteness
Fenwick & West LLP
801 California Street
Mountain View, California 94041
(650) 988-8500

Robin J. Schulman
Chief Legal Officer 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

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

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) 7,344,382 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) 1,468,876 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. 333-260245), 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, 2022, filed with the Commission on April 8, 2022 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	Restated Bylaws of the Registrant	10-Q	001-40895	3.2	12/06/2021	
4.3	Form of Registrant's Common Stock Certificate	S-1/A	333-259602	4.1	10/04/2021	
5.1	Opinion and Consent 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	333-259602	10.3	09/17/2021	
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 8th day of April, 2022.

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 Chairman of the Board of Directors <i>(Principal Executive Officer)</i>	April 8, 2022
<u>/s/ Brian Robins</u> Brian Robins	Chief Financial Officer <i>(Principal Financial Officer)</i>	April 8, 2022
<u>/s/ Dale Brown</u> Dale Brown	Principal Accounting Officer	April 8, 2022
<u>/s/ Sundeep Bedi</u> Sundeep Bedi	Director	April 8, 2022
<u>/s/ Karen Blasing</u> Karen Blasing	Director	April 8, 2022
<u>/s/ Sue Bostrom</u> Sue Bostrom	Director	April 8, 2022
<u>/s/ Matthew Jacobson</u> Matthew Jacobson	Director	April 8, 2022
<u>/s/ Merline Saintil</u> Merline Saintil	Director	April 8, 2022
<u>/s/ Godfrey Sullivan</u> Godfrey Sullivan	Director	April 8, 2022

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 Rule	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)	7,344,382 ⁽²⁾	\$57.72 ⁽⁴⁾	\$423,917,729.04	0.0000927	\$39,297.18	
Equity	Class A Common stock, par value \$0.0000025 per share, 2021 Employee Stock Purchase Plan	Rule 457(c) and Rule 457(h)	1,468,876 ⁽³⁾	\$49.07 ⁽⁵⁾	\$72,077,745.32	0.0000927	\$6,681.61	
Total Offering Amounts								\$45,978.79
Total Fee Offsets								—
Net Fee Due								\$45,978.79

- (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, 2022.
- (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, 2022.
- (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 April 4, 2022.
- (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 April 4, 2022, multiplied by 85%, which is the percentage of the trading price per share applicable to purchasers under the 2021 ESPP.



801 California Street
Mountain View, CA 94041

650.988.8500
Fenwick.com

April 8, 2022

GitLab Inc.

Ladies and Gentlemen:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by GitLab Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about April 8, 2022 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**") of an aggregate of 8,813,258 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 granted or to be granted under the Company'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 under the 2021 EIP and (b) pursuant to purchase rights granted or to be granted under the Company'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 under the 2021 ESPP. The 2021 EIP and 2021 ESPP are each individually referred to herein as a "**Plan**" and collectively referred to in this letter as the "**Plans**". At your request we are providing this letter to express our opinion on the matters set forth below in this letter ("our opinion").

In connection with our opinion, we have examined such matters of fact as we have deemed necessary, which included examination of originals or copies of: (a) the Company's current Restated Certificate of Incorporation and Restated Bylaws (collectively, the "**Charter Documents**"), the Plans, the Registration Statement and the exhibits thereto, the prospectuses pursuant to the Plans (b) certain corporate proceedings of the Company's Board of Directors (the "**Board**") and the Company's stockholders relating to adoption or approval of the Charter Documents, the Plans, and related forms of Plan agreements for use thereunder, the reservation of the Shares for sale and issuance, the filing of the Registration Statement and the registration of the Shares under the Securities Act and documents regarding the Company's outstanding and reserved capital stock and other securities, and (c) such other documents as we have deemed advisable, and we have examined such questions of law as we have considered necessary. In giving our opinion, we have also relied upon a management certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations by the Company (the "**Management Certificate**").

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the authenticity and completeness of all documents submitted to us as originals, the genuineness of signatures on documents reviewed by us, the conformity to originals and the completeness of all documents submitted to us as copies, the legal capacity of all parties executing any documents (other than the Company), the lack of any undisclosed termination or modification or waiver of any document, the absence of any extrinsic agreements

or documents that might change or affect the interpretation or terms of documents, and the due authorization, execution and delivery of all documents by each party thereto other than the Company. We have also assumed that any certificates or instruments representing the Shares, when issued, will be executed by the Company and by officers of the Company duly authorized to do so. In rendering our opinion, we have also relied upon a Certificate of Good Standing dated April 8, 2022 issued by the Delaware Secretary of State with respect to the Company and representations and certifications made to us by the Company, including without limitation representations in the Management Certificate that the Company has available a sufficient number of authorized shares of Class A Common Stock that are not currently outstanding or reserved for issuance under other outstanding securities or plans of the Company, to enable the Company to issue and deliver all of the Shares as of the date of this letter. We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing Delaware General Corporation Law. We express no opinion with respect to the securities or “blue sky” laws of any state.

Based upon, and subject to, the foregoing, it is our opinion that when the 8,813,258 shares of Class A Common Stock that may be issued and sold by the Company (a) upon the exercise or settlement of awards granted or to be granted under the 2021 EIP and (b) upon the exercise or settlement of purchase rights to acquire shares of Class A Common Stock granted under the 2021 ESPP, have been issued and sold by the Company against the Company’s receipt of payment therefor (in an amount and type of consideration not less than the par value per Share) in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan, and have been duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, such Shares 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 Prospectus 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 use in connection with the issuance and sale of Shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and is based solely on our understanding of facts in existence as of such date after the aforementioned examination. In rendering the opinions above, we are opining only as to the specific legal issues expressly set forth therein, and no opinion shall be inferred as to any other matter or matters. 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.

[Signature Page Follows]

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated April 8, 2022, with respect to the consolidated financial statements of GitLab Inc., incorporated herein by reference.

/s/ KMPG LLP

Pittsburgh, Pennsylvania

April 8, 2022