

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Johnson Eric David</u>  (Last) (First) (Middle) <u>C/O GITLAB INC.</u>  (Street) <u>NOT APPLICABLE DE</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [ GTLB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/17/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/17/2022		A		31,350 <sup>(1)</sup>	A	\$0	56,179 <sup>(2)</sup>	D	

**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
Performance Stock Units	(3)	06/17/2022		A		47,025 <sup>(4)</sup>		(5)	(6)	Class A Common Stock	47,025 <sup>(4)</sup>	\$0	47,025 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Represents a grant of time-based restricted stock units ("RSU"), with each RSU representing a contingent right to receive one share of Gitlab Inc. (the "Company") Class A Common Stock subject to the reporting person's continued service to the Company on each applicable vesting date. The RSUs shall be satisfied over a four-year period, vesting quarterly from the date of grant.
- Includes shares of Class A Common Stock that have not yet vested. This also includes vested shares from the Company's Employee Stock Purchase Plan.
- Each performance stock unit ("PSU") represents a contingent right to receive one share of the Company's Class A Common Stock, subject to the achievement of certain performance criteria and the reporting person's continued service to the Company on each applicable vesting date following such achievement.
- The number of PSUs in this column represents the number of shares of Class A Common Stock the reporting person will receive assuming achievement at the "target" level of the corporate performance metrics set by the Company's Board of Directors for this award.
- Once the performance criteria have been achieved, the award shall vest in four equal quarterly installments thereafter.
- If the performance criteria are not achieved, the portion of the award which was capable of vesting on that date will expire.

**Remarks:**

/s/ Robin Schulman, Attorney-in-Fact for Eric David Johnson 06/22/2022

\*\* 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.