

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

☐ Form 3 Holdings Reported.

☒ Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0362

Estimated average burden  
hours per response: 1.0

1. Name and Address of Reporting Person* <u>Sijbrandij Sytse</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>  3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>01/31/2023</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class B Common Stock	\$0.0 <sup>(1)</sup>	12/23/2021		4G		21,690,901 <sup>(2)</sup>	(1)	(1)	Class A Common Stock	21,690,901	\$0 <sup>(1)</sup>	0	I	See footnote <sup>(3)</sup>
Class B Common Stock	(1)	12/23/2021		G	21,690,901 <sup>(2)</sup>		(1)	(1)	Class A Common Stock	21,690,901	\$0 <sup>(1)</sup>	21,690,901	D	
Class B Common Stock	(1)	05/01/2022		G		21,690,901 <sup>(4)</sup>	(1)	(1)	Class A Common Stock	21,690,901	\$0 <sup>(1)</sup>	0	D	
Class B Common Stock	(1)	05/01/2022		G	21,690,901 <sup>(4)</sup>		(1)	(1)	Class A Common Stock	21,690,901	\$0 <sup>(1)</sup>	21,690,901	I	By Trust <sup>(5)</sup>

1. Name and Address of Reporting Person* <u>Sijbrandij Sytse</u>  (Last) (First) (Middle) <u>C/O GITLAB INC.</u>  (Street) <u>NOT APPLICABLE DE</u>  (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>Rients.org BV</u>  (Last) (First) (Middle) <u>C/O GITLAB INC.</u>  (Street) <u>NOT APPLICABLE DE</u>  (City) (State) (Zip)
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Explanation of Responses:

1. Each share of the Issuer's Class B common stock (the "Class B Stock") is convertible into one share of the Issuer's Class A common stock at any time and will convert automatically upon certain transfers and upon the earlier of (i) ten years from the date of the Issuer's initial public offering ("IPO"), (ii) the death or disability of the Reporting Person, (iii) the first date following the completion of the IPO on which the number of shares of outstanding Class B Stock (including shares of Class B Stock subject to outstanding stock options) is less than 5% of the aggregate number of shares of the Issuer's common stock then outstanding and (iv) the date specified by a vote of the holders of two-thirds of the then outstanding shares of Class B Stock.
2. Rients.org B.V. transferred 21,690,901 shares of the Issuer's Class B Common Stock to the direct ownership of the Reporting Person for no consideration.
3. These securities were held by Rients.org B.V.
4. The Reporting Person transferred 21,690,901 shares of the Issuer's Class B Common Stock to the Sytse Sijbrandij Revocable Trust dated February 21, 2019 for no consideration.
5. These securities are held by the Sytse Sijbrandij Revocable Trust dated February 21, 2019, of which the Reporting Person is the sole trustee.

Remarks:

/s/ Robin Schulman, Attorney-in-Fact for Sytse Sijbrandij 02/13/2023  
/s/ Robin Schulman, Attorney-in-Fact for Rients.org BV 02/13/2023

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.**