

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Brown Dale R</u>	2. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [GTLB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below)Other (specify below) <u>Principal Accounting Officer</u></div>
(Last)(First)(Middle) <u>C/O GITLAB INC.</u>	3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2023</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) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div>
(City)(State)(Zip)	Rule 10b5-1(c) Transaction Indication <div><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.</div>	

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Class A Common Stock</u>	<u>06/13/2023</u>		<u>C</u>		<u>2,680</u>	<u>A</u>	<u>\$0⁽¹⁾</u>	<u>19,216</u>	<u>D</u>	
<u>Class A Common Stock</u>	<u>06/13/2023</u>		<u>s⁽²⁾</u>		<u>2,680</u>	<u>D</u>	<u>\$50</u>	<u>16,536⁽³⁾</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	(A)	(D)	Date Exercisable	Expiration Date					
<u>Stock Option (Right to buy Class B Common Stock)</u>	<u>\$17.82</u>	<u>06/13/2023</u>		<u>M⁽²⁾</u>			<u>375</u>	<u>(4)</u>	<u>03/17/2031</u>	<u>Class B Common Stock</u>	<u>375</u>	<u>\$0</u>	<u>28,500</u>	<u>D</u>
<u>Stock Option (Right to buy Class B Common Stock)</u>	<u>\$8.9</u>	<u>06/13/2023</u>		<u>M⁽²⁾</u>			<u>2,305</u>	<u>(5)</u>	<u>10/22/2029</u>	<u>Class B Common Stock</u>	<u>2,305</u>	<u>\$0</u>	<u>55,778</u>	<u>D</u>
<u>Class B Common Stock</u>	<u>\$17.82</u>	<u>06/13/2023</u>		<u>M⁽²⁾</u>		<u>375</u>		<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>375</u>	<u>(1)</u>	<u>375</u>	<u>D</u>
<u>Class B Common Stock</u>	<u>\$8.9</u>	<u>06/13/2023</u>		<u>M⁽²⁾</u>		<u>2,305</u>		<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>2,305</u>	<u>(1)</u>	<u>2,305</u>	<u>D</u>
<u>Class B Common Stock</u>	<u>(1)</u>	<u>06/13/2023</u>		<u>C</u>			<u>2,680</u>	<u>(1)</u>	<u>(1)</u>	<u>Class A Common Stock</u>	<u>2,680</u>	<u>(1)</u>	<u>0</u>	<u>D</u>

Explanation of Responses:

1. Each share of the Company's Class B Common Stock is convertible into one share of the Company'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 closing of the Company's initial public offering (the "IPO"); (ii) the death or disability of Sytse Sijbrandij, the chief executive officer of the Company, (iii) the first date following the completion of the IPO on which the number of shares of outstanding Class B Common Stock (including shares of Class B Common Stock subject to outstanding stock options) is less than 5% of the aggregate number of shares of the Company'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 Common Stock.
2. The option exercises and sales reported on this Form 4 were executed pursuant to a trading plan entered into by the reporting person on December 23, 2021 and amended on June 29, 2022 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
3. 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.
4. The option vested as to 25% of the total shares on March 18, 2022, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date. The option contains an early-exercise provision and is exercisable as to unvested shares, subject to the Issuer's right of repurchase.
5. The option vested as to 25% of the total shares on October 1, 2020, and 1/48 of the total shares will vest monthly thereafter, subject to the Reporting Person's provision of service to the Issuer on each vesting date. The option contains an early-exercise provision and is exercisable as to unvested shares, subject to the Issuer's right of repurchase.

Remarks:

/s/ Robin Schulman, Attorney-in-Fact for Dale R. Brown 06/15/2023

** 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.