

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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).

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

1. Name and Address of Reporting Person* <u>Jacobson Matthew</u> (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u> (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94111</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [GTLB]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>07/28/2022</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 Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 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	07/28/2022		C ⁽¹⁾		1,515,132	A	(1)	3,030,265	I ⁽²⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock	07/28/2022		C ⁽³⁾		1,618,938	A	(3)	3,237,876	I ⁽⁴⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock	07/28/2022		C ⁽⁵⁾		345,571	A	(5)	691,142	I ⁽⁶⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock	07/28/2022		C ⁽⁷⁾		572,572	A	(7)	1,145,144	I ⁽⁸⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock	07/28/2022		C ⁽⁹⁾		16,806	A	(9)	146,206	I ⁽¹⁰⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock	07/28/2022		C ⁽¹¹⁾		27,738	A	(11)	223,388	I ⁽¹²⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾	By ICONIQ Strategic Partners V-B, L.P.
Class A Common Stock								429,104	I ⁽¹³⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock								535,503	I ⁽¹⁴⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock								334,827	I ⁽¹⁵⁾⁽¹⁶⁾⁽¹⁷⁾⁽¹⁸⁾	By ICONIQ Investment Holdings, LP

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. 6)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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. 6)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B Common Stock	(19)	07/28/2022		C(1) Code V	1,515,132 (A) (D)	(19) Date Exercisable (19) Expiration Date	Class A Common Stock 1,515,132 Shares	\$0.00	3,030,265	I(2)(16)(17)(18)	By ICONIQ Strategic Partners III, L.P.
Class B Common Stock	(19)	07/28/2022		C(3)	1,618,938	(19) (19)	Class A Common Stock 1,618,938	\$0.00	3,237,875	I(4)(16)(17)(18)	By ICONIQ Strategic Partners III-B, L.P.
Class B Common Stock	(19)	07/28/2022		C(5)	345,571	(19) (19)	Class A Common Stock 345,571	\$0.00	691,141	I(6)(16)(17)(18)	By ICONIQ Strategic Partners IV, L.P.
Class B Common Stock	(19)	07/28/2022		C(7)	572,572	(19) (19)	Class A Common Stock 572,572	\$0.00	1,145,143	I(8)(16)(17)(18)	By ICONIQ Strategic Partners IV-B, L.P.
Class B Common Stock	(19)	07/28/2022		C(9)	16,806	(19) (19)	Class A Common Stock 16,806	\$0.00	146,205	I(10)(16)(17)(18)	By ICONIQ Strategic Partners V, L.P.
Class B Common Stock	(19)	07/28/2022		C(11)	27,738	(19) (19)	Class A Common Stock 27,738	\$0.00	223,388	I(12)(16)(17)(18)	By ICONIQ Strategic Partners V-B, L.P.

Explanation of Responses:

1. On July 28, 2022, ICONIQ Strategic Partners III, L.P. ("ICONIQ III") converted in the aggregate 1,515,132 shares of the Issuer's Class B Common Stock into 1,515,132 shares of the Issuer's Class A Common Stock.
2. The shares are held by ICONIQ III.
3. On July 28, 2022, ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B") converted in the aggregate 1,618,938 shares of the Issuer's Class B Common Stock into 1,618,938 shares of the Issuer's Class A Common Stock.
4. The shares are held by ICONIQ III-B.
5. On July 28, 2022, ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV") converted in the aggregate 345,571 shares of the Issuer's Class B Common Stock into 345,571 shares of the Issuer's Class A Common Stock.
6. The shares are held by ICONIQ IV.
7. On July 28, 2022, ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B") converted in the aggregate 572,572 shares of the Issuer's Class B Common Stock into 572,572 shares of the Issuer's Class A Common Stock.
8. The shares are held by ICONIQ IV-B.
9. On July 28, 2022, ICONIQ Strategic Partners V, L.P. ("ICONIQ V") converted in the aggregate 16,806 shares of the Issuer's Class B Common Stock into 16,806 shares of the Issuer's Class A Common Stock.
10. The shares are held by ICONIQ V.
11. On July 28, 2022, ICONIQ Strategic Partners V-B, L.P. ("ICONIQ V-B") converted in the aggregate 27,738 shares of the Issuer's Class B Common Stock into 27,738 shares of the Issuer's Class A Common Stock.
12. The shares are held by ICONIQ V-B.
13. The shares are held by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").
14. The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B").
15. The shares are held by ICONIQ Investment Holdings, LP ("ICONIQ Investment").
16. ICONIQ Strategic Partners III GP, L.P. ("ICONIQ III GP") is the sole general partner of each of ICONIQ III and ICONIQ III-B. ICONIQ Strategic Partners III TT GP, Ltd. ("ICONIQ III Parent GP") is the sole general partner of ICONIQ III GP. ICONIQ Strategic Partners IV GP, L.P. ("ICONIQ IV GP") is the sole general partner of each of ICONIQ IV and ICONIQ IV-B. ICONIQ Strategic Partners IV TT GP, Ltd. ("ICONIQ IV Parent GP") is the sole general partner of ICONIQ IV GP. ICONIQ Strategic Partners V GP, L.P. ("ICONIQ V GP") is the sole general partner of each of ICONIQ V and ICONIQ V-B. ICONIQ Strategic Partners V TT GP, Ltd. ("ICONIQ V Parent GP") is the sole general partner of ICONIQ V GP. ICONIQ Strategic Partners VI GP, L.P. ("ICONIQ VI GP") is the sole general partner of each of ICONIQ VI
17. (continued) and ICONIQ VI-B. ICONIQ Strategic Partners VI TT GP, Ltd. ("ICONIQ VI Parent GP") is the sole general partner of ICONIQ VI GP. ICONIQ Capital Group GP, LLC ("ICONIQ Investment GP") is the general partner of ICONIQ Investment. Makan is the sole member of ICONIQ Investment GP. Divesh Makan ("Makan") and William J.G. Griffith ("Griffith") are the sole equity holders of ICONIQ III Parent GP. Makan, Griffith and the Reporting Person are the sole equity holders of each of ICONIQ IV Parent GP, ICONIQ V Parent GP and ICONIQ VI Parent GP.
18. The Reporting Person disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
19. 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 IPO, (ii) the death or disability of Sytse Sijbrandij, (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.

Remarks:

/s/ Matthew Jacobson

08/01/2022

** 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.

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