

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

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:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>GV 2021 GP, L.L.C.</u>  (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u>  (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/09/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [ GTLB ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <u>Member of 10% Group</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
			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

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock</u>	<u>224,048</u>	<u>I</u>	<u>By GV 2021, L.P.<sup>(1)</sup></u>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>GV 2021 GP, L.L.C.</u>  (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u>  (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>GV 2021 GP, L.P.</u>  (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u>  (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person*

GV 2021, L.P.

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN CA 94043  
VIEW

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Alphabet Inc.

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN CA 94043  
VIEW

(City) (State) (Zip)

**Explanation of Responses:**

1. The securities reported in this row are directly beneficially owned by GV 2021, L.P. (the "Partnership"). GV 2021 GP, L.P. (the "GP") is the general partner of the Partnership. GV 2021 GP, L.L.C. ("GV 2021 LLC") is the general partner of the GP. Alphabet Holdings LLC ("Alphabet Holdings") is the sole member of GV 2021 LLC. XXVI Holdings Inc. ("XXVI") is the sole member of Alphabet Holdings. Alphabet Inc. is the controlling stockholder of XXVI. Each of the GP, GV 2021 LLC, Alphabet Holdings, XXVI and Alphabet Inc. may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 of the Securities Exchange Act of 1934, as amended) the securities directly beneficially owned by the Partnership. Each of the GP, GV 2021 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

**Remarks:**

/s/ Inga Goldbard, General  
Counsel of GV 2021 GP, 05/12/2022  
L.L.C.

/s/ Inga Goldbard, General  
Counsel of GV 2021 GP, 05/12/2022  
L.P.

/s/ Inga Goldbard, General  
Counsel of GV 2021, L.P. 05/12/2022

/s/ Kathryn W. Hall,  
Assistant Secretary of 05/12/2022  
Alphabet Inc.

\*\* 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 5 (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.**