

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>GV 2021 GP, L.L.C.</u> <hr/> (Last) (First) (Middle) 1600 AMPHITHEATRE PARKWAY <hr/> (Street) MOUNTAIN VIEW CA 94043 <hr/> (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 Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Member of 10% Group
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2022</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	05/10/2022		P		82,055	A	\$33.7184 <sup>(1)</sup>	306,103	I	GV 2021, L.P. <sup>(2)</sup>
Class A Common Stock	05/10/2022		P		77,391	A	\$34.4586 <sup>(3)</sup>	383,494	I	GV 2021, L.P. <sup>(2)</sup>
Class A Common Stock	05/10/2022		P		80,488	A	\$35.4065 <sup>(4)</sup>	463,982	I	GV 2021, L.P. <sup>(2)</sup>
Class A Common Stock	05/10/2022		P		15,513	A	\$36.5711 <sup>(5)</sup>	479,495	I	GV 2021, L.P. <sup>(2)</sup>
Class A Common Stock	05/10/2022		P		200	A	\$37	479,695	I	GV 2021, L.P. <sup>(2)</sup>
Class A Common Stock	05/11/2022		P		76,136	A	\$34.7095 <sup>(6)</sup>	555,831	I	GV 2021, L.P. <sup>(2)</sup>

**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		Date Exercisable	Expiration Date					

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

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$33.00 to \$33.995, inclusive. The reporting persons undertake to provide to GitLab Inc., any security holder of GitLab Inc., or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnotes 1 and 3 through 6 of this Form 4.
- 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.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$34.00 to \$34.995, inclusive.
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**Remarks:**

<a href="#">/s/ Inga Goldbard, General Counsel of GV 2021 GP, L.L.C.</a>	<a href="#">05/12/2022</a>
<a href="#">/s/ Inga Goldbard, General Counsel of GV 2021 GP, L.P.</a>	<a href="#">05/12/2022</a>
<a href="#">/s/ Inga Goldbard, General Counsel of GV 2021, L.P.</a>	<a href="#">05/12/2022</a>
<a href="#">/s/ Kathryn W. Hall, Assistant Secretary of Alphabet Inc.</a>	<a href="#">05/12/2022</a>

\*\* 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.