

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>Schulman Robin</u> (Last) (First) (Middle) <u>C/O GITLAB INC.</u> (Street) <u>NOT APPLICABLE</u> <u>DE</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Legal Officer & Corp Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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
	Rule 10b5-1(c) Transaction Indication <input checked="" 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.	

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	01/17/2024		C		400	A	\$0 ⁽¹⁾	61,836	D	
Class A Common Stock	01/17/2024		S ⁽²⁾		1,704	D	\$65	60,132	D	
Class A Common Stock	01/18/2024		C		45,855	A	\$0 ⁽¹⁾	105,987	D	
Class A Common Stock	01/18/2024		S ⁽²⁾		45,855	D	\$65.66 ⁽³⁾	60,132 ⁽⁴⁾	D	

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	Title	Amount or Number of Shares				
Stock Option (Right to buy Class B Common Stock)	\$8.9	01/17/2024		M ⁽²⁾			400	(5)	12/01/2029	Class B Common Stock	400	\$0	138,365	D	
Class B Common Stock	\$8.9	01/17/2024		M ⁽²⁾		400		(1)	(1)	Class A Common Stock	400	(1)	400	D	
Class B Common Stock	(1)	01/17/2024		C			400	(1)	(1)	Class A Common Stock	400	(1)	0	D	
Stock Option (Right to buy Class B Common Stock)	\$8.9	01/18/2024		M ⁽²⁾			45,855	(5)	12/01/2029	Class B Common Stock	45,855	\$0	92,510	D	
Class B Common Stock	\$8.9	01/18/2024		M ⁽²⁾		45,855		(1)	(1)	Class A Common Stock	45,855	(1)	45,855	D	
Class B Common Stock	(1)	01/18/2024		C			45,855	(1)	(1)	Class A Common Stock	45,855	(1)	0	D	

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 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.
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 30, 2022 and amended on September 29, 2023 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.19 to \$66.18, inclusive. The Reporting Person undertakes 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 this footnote 3.
4. Includes shares of Class A Common Stock that have not yet vested.
5. 25% of the total option award vested on December 2, 2020, and the remainder vested or vests as to 1/48 of the total award monthly on the 2nd, subject to the Reporting Person's continued service to the Issuer on each vesting date. The option award also includes an early exercise feature, whereby unvested options may be early exercised at any time.

Remarks:

/s/ Robin Schulman

01/18/2024

** 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.