

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>ICONIQ Strategic Partners III, L.P.</u>  (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>50 BEALE ST., STE. 2300</u>  (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94105</u>  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Gitlab Inc. [ GTLB ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <u>X</u> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication  <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.	

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	06/13/2023		C <sup>(1)</sup>		1,450,318	A	(1)	2,788,546	D <sup>(2)</sup> (12)(13)(14)	
Class A Common Stock	06/13/2023		J <sup>(1)</sup>		725,159	D	(1)	2,063,387	D <sup>(2)</sup> (12)(13)(14)	
Class A Common Stock	06/13/2023		C <sup>(3)</sup>		1,549,682	A	(3)	2,979,595	I <sup>(4)</sup> (12)(13)(14)	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock	06/13/2023		J <sup>(3)</sup>		774,841	D	(3)	2,204,754	I <sup>(4)</sup> (12)(13)(14)	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								691,142	I <sup>(5)</sup> (12)(13)(14)	By ICONIQ Strategic Partners IV, L.P.
Class A Common Stock								1,145,144	I <sup>(6)</sup> (12)(13)(14)	By ICONIQ Strategic Partners IV-B, L.P.
Class A Common Stock								146,206	I <sup>(7)</sup> (12)(13)(14)	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock								223,388	I <sup>(8)</sup> (12)(13)(14)	By ICONIQ Strategic Partners V-B, L.P.
Class A Common Stock								429,104	I <sup>(9)</sup> (12)(13)(14)	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock								535,503	I <sup>(10)</sup> (12)(13)(14)	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock								334,827	I <sup>(11)</sup> (12)(13)(14)	By ICONIQ Investment

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			
										Holdings, LP
Class A Common Stock								472,661 <sup>(15)</sup>	I <sup>(15)</sup>	By Divesh Makan
Class A Common Stock								526,248 <sup>(16)</sup>	I <sup>(16)</sup>	By William J.G.Griffith

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				
Class B Common Stock	(17)	06/13/2023		C <sup>(1)</sup>			1,450,318	(17)	(17)	Class A Common Stock	1,450,318	\$0.00	1,579,947	D <sup>(2)(12)(13)(14)</sup>	
Class B Common Stock	(17)	06/13/2023		C <sup>(3)</sup>			1,549,682	(17)	(17)	Class A Common Stock	1,549,682	\$0.00	1,688,193	I <sup>(4)(12)(13)(14)</sup>	By ICONIQ Strategic Partners III-B, L.P.
Class B Common Stock	(17)							(17)	(17)	Class A Common Stock	691,141		691,141	I <sup>(5)(12)(13)(14)</sup>	By ICONIQ Strategic Partners IV, L.P.
Class B Common Stock	(17)							(17)	(17)	Class A Common Stock	1,145,143		1,145,143	I <sup>(6)(12)(13)(14)</sup>	By ICONIQ Strategic Partners IV-B, L.P.
Class B Common Stock	(17)							(17)	(17)	Class A Common Stock	146,205		146,205	I <sup>(7)(12)(13)(14)</sup>	By ICONIQ Strategic Partners V, L.P.
Class B Common Stock	(17)							(17)	(17)	Class A Common Stock	223,388		223,388	I <sup>(8)(12)(13)(14)</sup>	By ICONIQ Strategic Partners V-B, L.P.

<div>1. Name and Address of Reporting Person*</div> <div>ICONIQ Strategic Partners III, L.P.</div> <div></div> <div>(Last) (First) (Middle)</div> <div>C/O ICONIQ CAPITAL</div> <div>50 BEALE ST., STE. 2300</div> <div></div> <div>(Street)</div> <div>SAN FRANCISCO CA 94105</div> <div></div> <div>(City) (State) (Zip)</div>	
<div>1. Name and Address of Reporting Person*</div> <div>ICONIQ Strategic Partners III-B, L.P.</div> <div></div> <div>(Last) (First) (Middle)</div> <div>C/O ICONIQ CAPITAL</div> <div>50 BEALE ST., STE. 2300</div> <div></div> <div>(Street)</div> <div>SAN FRANCISCO CA 94105</div> <div></div> <div>(City) (State) (Zip)</div>	
<div>1. Name and Address of Reporting Person*</div> <div>ICONIQ Strategic Partners III GP, L.P.</div> <div></div> <div>(Last) (First) (Middle)</div> <div>C/O ICONIQ CAPITAL</div> <div>50 BEALE ST., STE. 2300</div>	

(Street)		
SAN FRANCISCO CA		94105
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

ICONIQ Strategic Partners III TT GP, Ltd.

(Last)(First)(Middle)

C/O ICONIQ CAPITAL

50 BEALE ST., STE. 2300

(Street)

SAN FRANCISCO CA

94105

(City)(State)(Zip)

1. Name and Address of Reporting Person\*

Makan Divesh

(Last)(First)(Middle)

C/O ICONIQ CAPITAL

50 BEALE ST., STE. 2300

(Street)

SAN FRANCISCO CA

94105

(City)(State)(Zip)

1. Name and Address of Reporting Person\*

Griffith William J.G.

(Last)(First)(Middle)

C/O ICONIQ CAPITAL

50 BEALE ST., STE. 2300

(Street)

SAN FRANCISCO CA

94105

(City)(State)(Zip)

Explanation of Responses:

1. On June 13, 2023, ICONIQ Strategic Partners III, L.P. ("ICONIQ III") converted in the aggregate 1,450,318 shares of the Issuer's Class B Common Stock into 1,450,318 shares of the Issuer's Class A Common Stock. On the same date, ICONIQ III distributed, for no consideration, in the aggregate 725,159 shares of the Issuer's Class A Common Stock (the "ICONIQ III Shares") to its limited partners and to ICONIQ Strategic Partners GP III, L.P. ("ICONIQ III GP"), representing each such partner's pro rata interest in such ICONIQ III Shares. On the same date, ICONIQ III GP distributed, for no consideration, the ICONIQ III Shares it received in the distribution by ICONIQ III to its partners, representing each such partner's pro rata interest in such ICONIQ III Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
2. The shares are held by ICONIQ III.
3. On June 13, 2023, ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B") converted in the aggregate 1,549,682 shares of the Issuer's Class B Common Stock into 1,549,682 shares of the Issuer's Class A Common Stock. On the same date, ICONIQ III-B distributed, for no consideration, in the aggregate 774,841 shares of the Issuer's Class A Common Stock (the "ICONIQ III-B Shares") to its limited partners and to ICONIQ III GP, representing each such partner's pro rata interest in such ICONIQ III-B Shares. On the same date, ICONIQ III GP distributed, for no consideration, the ICONIQ III-B Shares it received in the distribution by ICONIQ III-B to its partners, representing each such partner's pro rata interest in such ICONIQ III-B Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Exchange Act.
4. The shares are held by ICONIQ III-B.
5. The shares are held by ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV").
6. The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").
7. The shares are held by ICONIQ Strategic Partners V, L.P. ("ICONIQ V").
8. The shares are held by ICONIQ Strategic Partners V-B, L.P. ("ICONIQ V-B").
9. The shares are held by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").
10. The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B").
11. The shares are held by ICONIQ Investment Holdings, LP ("ICONIQ Investment").
12. 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.
13. (continued) ICONIQ Strategic Partners VI GP, L.P. ("ICONIQ VI GP") is the sole general partner of each of ICONIQ VI 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. Divesh Makan ("Makan") is the sole member of ICONIQ Investment GP. Makan and William J.G. Griffith ("Griffith") are the sole equity holders of ICONIQ III Parent GP. Makan, Griffith and Matthew Jacobson ("Jacobson") are the sole equity holders of each of ICONIQ IV Parent GP, ICONIQ V Parent GP and ICONIQ VI Parent GP.
14. Each of ICONIQ III GP, ICONIQ III Parent GP, ICONIQ IV GP, ICONIQ IV Parent GP, ICONIQ V GP, ICONIQ V Parent GP, ICONIQ VI GP, ICONIQ VI Parent GP, ICONIQ Investment GP, Makan, Griffith and Jacobson disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of the Exchange Act, except to the extent of its or his pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
15. The shares are held by Makan through his family trust of which he is a trustee and another estate planning trust having an independent trustee. Includes an aggregate of 139,927 ICONIQ III Shares and ICONIQ III-B Shares received in the distributions described in footnotes (1) and (3) above. Makan disclaims beneficial ownership of the shares held by such trusts for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that Makan is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
16. The shares are held by Griffith through his family trust of which he is a trustee and another estate planning trust having an independent trustee. Includes an aggregate of 140,004 ICONIQ III Shares and ICONIQ III-B Shares received in the distributions described in footnotes (1) and (3) above. Griffith disclaims beneficial ownership of the shares held by such trusts for purposes of Section 16 of the Exchange Act, except to the extent of his pecuniary interest therein, if any. This report shall not be deemed an admission that Griffith is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.
17. 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:

<a href="#"><u>ICONIQ Strategic Partners III, L.P., By: ICONIQ Strategic Partners III GP, L.P., By: ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u></a>	<a href="#"><u>06/15/2023</u></a>
<a href="#"><u>ICONIQ Strategic Partners III- B, L.P., By: ICONIQ Strategic Partners III GP, L.P., By: ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u></a>	<a href="#"><u>06/15/2023</u></a>
<a href="#"><u>ICONIQ Strategic Partners III GP, L.P., ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u></a>	<a href="#"><u>06/15/2023</u></a>
<a href="#"><u>ICONIQ Strategic Partners III TT GP, Ltd., By: Kevin Foster, Title: Authorized Signatory, /s/ Kevin Foster</u></a>	<a href="#"><u>06/15/2023</u></a>
<a href="#"><u>/s/ Divesh Makan</u></a>	<a href="#"><u>06/15/2023</u></a>
<a href="#"><u>/s/ William J.G. Griffith</u></a>	<a href="#"><u>06/15/2023</u></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.**