

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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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>	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/13/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [GTLB]</u>	
<div> <div>(Last) (First) (Middle)</div> <div>C/O ICONIQ CAPITAL, 394 PACIFIC AVENUE, 2ND FLOOR</div> <div>(Street)</div> <div>SAN FRANCISCO CA 94111</div> <div>(City) (State) (Zip)</div> </div>		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	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)
Class A Common Stock	556,335	D ⁽¹⁾⁽⁷⁾⁽⁸⁾	
Class A Common Stock	594,449	I ⁽²⁾⁽⁷⁾⁽⁸⁾	By ICONIQ Strategic Partners III-B, L.P.

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			
Class B Common Stock	(9)	(9)	Class A Common Stock	924,391	(9)	D ⁽¹⁾⁽⁷⁾⁽⁸⁾	
Class B Common Stock	(9)	(9)	Class A Common Stock	987,724	(9)	I ⁽²⁾⁽⁷⁾⁽⁸⁾	By ICONIQ Strategic Partners III-B, L.P.
Class B Common Stock	(9)	(9)	Class A Common Stock	696,035	(9)	I ⁽³⁾⁽⁷⁾⁽⁸⁾	By ICONIQ Strategic Partners IV, L.P.
Class B Common Stock	(9)	(9)	Class A Common Stock	1,153,251	(9)	I ⁽⁴⁾⁽⁷⁾⁽⁸⁾	By ICONIQ Strategic Partners IV-B, L.P.
Class B Common Stock	(9)	(9)	Class A Common Stock	163,011	(9)	I ⁽⁵⁾⁽⁷⁾⁽⁸⁾	By ICONIQ Strategic Partners V, L.P.
Class B Common Stock	(9)	(9)	Class A Common Stock	251,126	(9)	I ⁽⁶⁾⁽⁷⁾⁽⁸⁾	By ICONIQ Strategic Partners V-B, L.P.

SAN FRANCISCO			CA	94111
(City)			(State)	(Zip)

1. Name and Address of Reporting Person*

ICONIQ Strategic Partners V GP, L.P.

(Last)			(First)	(Middle)
C/O ICONIQ CAPITAL				
394 PACIFIC AVENUE, 2ND FLOOR				

(Street)

SAN FRANCISCO			CA	94111
(City)			(State)	(Zip)

1. Name and Address of Reporting Person*

ICONIQ Strategic Partners V TT GP, Ltd.

(Last)			(First)	(Middle)
C/O ICONIQ CAPITAL				
394 PACIFIC AVENUE, 2ND FLOOR				

(Street)

SAN FRANCISCO			CA	94111
(City)			(State)	(Zip)

1. Name and Address of Reporting Person*

Makan Divesh

(Last)			(First)	(Middle)
C/O ICONIQ CAPITAL				
394 PACIFIC AVENUE, 2ND FLOOR				

(Street)

SAN FRANCISCO			CA	94111
(City)			(State)	(Zip)

1. Name and Address of Reporting Person*

Griffith William J.G.

(Last)			(First)	(Middle)
C/O ICONIQ CAPITAL				
394 PACIFIC AVENUE, 2ND FLOOR				

(Street)

SAN FRANCISCO			CA	94111
(City)			(State)	(Zip)

Explanation of Responses:

1. The shares are held by ICONIQ Strategic Partners III, L.P. ("ICONIQ III").
2. The shares are held by ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B").
3. The shares are held by ICONIQ Strategic Partners IV, L.P. ("ICONIQ IV").
4. The shares are held by ICONIQ Strategic Partners IV-B, L.P. ("ICONIQ IV-B").
5. The shares are held by ICONIQ Strategic Partners V, L.P. ("ICONIQ V").
6. The shares are held by ICONIQ Strategic Partners V-B, L.P. ("ICONIQ V-B").
7. 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. Divesh Makan ("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 and ICONIQ V Parent GP.

8. Each of ICONIQ III GP, ICONIQ III Parent GP, ICONIQ IV GP, ICONIQ IV Parent GP, ICONIQ V GP, ICONIQ V Parent GP, Makan, Griffith and Jacobson 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 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.

9. 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.

10. Each share of Series D Preferred Stock and Series E Preferred Stock (together, the "Preferred Stock") will automatically convert into one share of Class B Stock immediately prior to the closing of the IPO. The Preferred Stock has no expiration date.

Remarks:

This Form 3 is the second of two Forms 3 being filed relating to the same event. The Form 3 has been split into two filings because there are more than 10 Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 3 to a maximum of 10 Reporting Persons. Each Form 3 will be filed by Designated Filer ICONIQ Strategic Partners III, L.P.

[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](#) [10/13/2021](#)

[ICONIQ Strategic Partners
V, L.P., By: ICONIQ
Strategic Partners V GP,
L.P., By: ICONIQ
Strategic Partners V TT
GP, Ltd., By: Kevin Foster,
Title: Authorized
Signatory, /s/ Kevin Foster](#) [10/13/2021](#)

[ICONIQ Strategic Partners
V-B, L.P., By: ICONIQ
Strategic Partners V GP,
L.P., By: ICONIQ
Strategic Partners V TT
GP, Ltd., By: Kevin Foster,
Title: Authorized
Signatory, /s/ Kevin Foster](#) [10/13/2021](#)

[ICONIQ Strategic Partners
V GP, L.P., ICONIQ
Strategic Partners V TT
GP, Ltd., By: Kevin Foster,
Title: Authorized
Signatory, /s/ Kevin Foster](#) [10/13/2021](#)

[ICONIQ Strategic Partners
V TT GP, Ltd., By: Kevin
Foster, Title: Authorized
Signatory, /s/ Kevin Foster](#) [10/13/2021](#)

[/s/ Divesh Makan](#) [10/13/2021](#)

[/s/ William J.G. Griffith](#) [10/13/2021](#)

** 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.