

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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:	3235-0287
Estimated average burden hours per response:	0.5

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> DE (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>12/30/2021</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			
<u>Class A Common Stock</u>	<u>12/30/2021</u>		<u>C</u>		<u>31,235</u>	<u>A</u>	<u>(1)</u>	<u>31,235</u>	<u>D</u>	

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				
<u>Class B Common Stock</u>	<u>(1)</u>	<u>12/30/2021</u>		<u>C</u>			<u>31,235</u>	<u>(1)</u>	<u>(2)</u>	<u>Class A Common Stock</u>	<u>31,235</u>	<u>\$0</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

1. Each share of the Issuer's Class B Common Stock is convertible into one share of Class A Common Stock at any time, at the election of the holder or automatically upon certain transfers. On the date set forth in the table above, the reporting person converted all of her Class B Common Stock into Class A Common Stock.
2. A holder's shares of the Issuer's Class B Common Stock convert automatically upon certain transfers. Additionally, all of the Issuer's Class B Common Stock will convert automatically upon the earliest of: (i) ten years from the date of the Issuer's initial public offering (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 Common Stock (including shares of Class B Common 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 Common Stock.

Remarks:

/s/ Robin Schulman
** Signature of Reporting Person

01/04/2022
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.