

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 3, 2024**

**GITLAB INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-40895**

(Commission File Number)

**47-1861035**

(IRS Employer Identification No.)

**Address Not Applicable<sup>1</sup>**

(Address of Principal Executive Offices)

**Zip Code Not Applicable<sup>1</sup>**

(Zip Code)

**Registrant's Telephone Number, Including Area Code: Not Applicable**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Class A Common Stock, par value \$0.0000025 per share	GTLB	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

<sup>1</sup> We are a remote-only company. Accordingly, we do not maintain a headquarters. For purposes of compliance with applicable requirements of the Securities Act and Securities Exchange Act of 1934, as amended, any stockholder communication required to be sent to our principal executive offices may

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officer; Compensatory Arrangements of Certain Officers.**

On April 3, 2024, the board of directors (the “Board”) of GitLab Inc. (the “Company”) received notice from Mark Porter of his decision to step down from the Board and as a member of the Board’s Audit Committee, respectively, effective as of April 12, 2024. Mr. Porter’s decision was not a result of a disagreement with the Company or any matter relating to its operations, policies, or practices.

The Board has appointed Godfrey Sullivan, a current member of the Board and its Lead Independent Director, to fill the vacancy left on the Audit Committee following Mr. Porter’s departure.

The Board also decreased the size of the Board from eight members to seven members, effective April 12, 2024.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 4, 2024

**GitLab Inc.**

By: /s/ Robin Schulman

Robin Schulman

Chief Legal Officer, Head of Corporate  
Affairs, and Corporate Secretary