SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* McBride Michael Eugene (Last) (First) (Middle) C/O GITLAB INC. (Street) NOT APPLICABLE DE (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Gitlab Inc. [GTLB] 3. Date of Earliest Transaction (Month/Day/Year) 10/03/2022 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Chief Revenue Officer 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	10/05/2022		G	V	896,506[1]	D	$0	58,736	D	
Class A Common Stock								896,506	I	McBride Family Trust
Class A Common Stock	10/03/2022		S[2]		6,832[3]	D	$51.63[4]	889,674	I	McBride Family Trust

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				

Explanation of Responses:

1. On October 5, 2022, the reporting person transferred 896,506 shares of the Issuer's Class A Common Stock to the McBride Family Trust, of which the reporting person is a trustee.

2. This transaction was executed pursuant to a trading plan entered into by the reporting person on June 30, 2022 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

3. Represents shares sold received upon settlement of shares transferred on October 5, 2022, which is described further in Footnote 1 of this Form 4.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $50.67 to $52.54, inclusive. The reporting persons undertake 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 range set forth in this footnote.

Remarks:

/s/ Robin Schulman, Attorney-in-Fact for Michael Eugene McBride	10/05/2022
** Signature of Reporting Person	Date