

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u><a href="#">Khosla Ventures Seed C, L.P.</a></u>  (Last) (First) (Middle) 2128 SAND HILL ROAD  (Street) MENLO PARK CA 94025  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u><a href="#">Gitlab Inc. [ GTLB ]</a></u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/13/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/13/2022		c <sup>(1)(2)</sup>		2,067,244	A	(1)	2,067,244	I	See footnote <sup>(3)</sup>
Class A Common Stock	05/13/2022		j <sup>(4)</sup>		1,434,995	D	\$0.00	632,249	I	See footnote <sup>(3)</sup>
Class A Common Stock	05/13/2022		j <sup>(5)</sup>		632,249	D	(5)	0	I	See footnote <sup>(3)</sup>
Class A Common Stock								632,249 <sup>(5)</sup>	I	See footnote <sup>(5)</sup>
Class A Common Stock	05/13/2022		c <sup>(1)(6)</sup>		467,837	A	(1)	467,837	I	See footnote <sup>(7)</sup>
Class A Common Stock	05/13/2022		j <sup>(8)</sup>		467,837	D	\$0.00	0	I	See footnote <sup>(7)</sup>

**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	(1)	05/13/2022		c <sup>(1)(2)</sup>			2,067,244	(1)	(1)	Class A Common Stock	2,067,244	\$0.00 <sup>(1)</sup>	12,282,704	I	See footnote <sup>(3)</sup>
Class B Common Stock	(1)	05/13/2022		c <sup>(1)(6)</sup>			467,837	(1)	(1)	Class A Common Stock	467,837	\$0.00 <sup>(1)</sup>	4,210,535	I	See footnote <sup>(7)</sup>

1. Name and Address of Reporting Person\*  
[Khosla Ventures Seed C, L.P.](#)  
 (Last) (First) (Middle)  
 2128 SAND HILL ROAD  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Khosla Ventures Seed Associates C, LLC](#)  
 (Last) (First) (Middle)  
 2128 SAND HILL ROAD  
 (Street)  
 MENLO PARK CA 94025  
 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Khosla Ventures V, L.P.</a>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Khosla Ventures Associates V, LLC</a>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">VK Services, LLC</a>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">KHOSLA VINOD</a>		
(Last)	(First)	(Middle)
2128 SAND HILL ROAD		
(Street)		
MENLO PARK	CA	94025
(City) (State) (Zip)		

**Explanation of Responses:**

- Each share of the Issuer's Class B Common 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 closing of the Issuer's initial public offering (the "IPO"), (ii) the death or disability of Sytse Sijbrandij, the chief executive officer of the Issuer, (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.
- On May 13, 2022, Khosla Ventures Seed C, L.P. ("KV Seed C") converted 2,067,244 shares of the Issuer's Class B Common Stock into 2,067,244 shares of the Issuer's Class A Common Stock.
- Consists of securities held of record by KV Seed C, of which Khosla Ventures Seed Associates C, LLC ("KVA Seed C") is the general partner. Vinod Khosla is the managing member of VK Services, LLC ("VK Services"), which is the sole manager of KVA Seed C. Each of KVA Seed C, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV Seed C, and each of KVA Seed C, VK Services and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV Seed C. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- On May 13, 2022, 1,434,995 shares of Class A Common Stock held by KV Seed C were distributed to the limited partners and general partners of KV Seed C in a pro rata distribution for no consideration. Of such distributed shares, 388,183 shares of Class A Common Stock were received by KVA Seed C. All 388,183 of the shares of Class A Common Stock distributed to KVA Seed C were subsequently distributed to VK Services.
- On May 13, 2022, KV Seed C transferred 632,249 shares of the Issuer's Class A Common Stock to an entity over which Vinod Khosla possesses power to direct the voting and disposition of shares. Vinod Khosla disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- On May 13, 2022, Khosla Ventures V, L.P. ("KV V") converted 467,837 shares of the Issuer's Class B Common Stock into 467,837 shares of the Issuer's Class A Common Stock.
- Consists of securities held of record by KV V, of which Khosla Ventures Associates V, LLC ("KVA V") is the general partner. Vinod Khosla is the managing member of VK Services, which is the sole manager of KVA V. Each of KVA V, VK Services and Vinod Khosla may be deemed to possess voting and investment control over such securities held by KV V, and each of KVA V, VK Services, and Vinod Khosla may be deemed to have indirect beneficial ownership of such securities held by KV V. Each Reporting Person disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.
- On May 13, 2022, 467,837 shares of Class A Common Stock held by KV V were distributed to the limited partners and general partners of KV V in a pro rata distribution for no consideration. Of such distributed shares, 174,901 shares of Class A Common Stock were received by KVA V. Of the 174,901 shares distributed to KVA V, 115,024 shares of Class A Common Stock were received by VK Services.

**Remarks:**

[/s/ John J. Demeter, as attorney  
in fact for Vinod Khosla, as  
Managing Member of VK  
Services, LLC, in its capacity as  
Manager of Khosla Ventures  
Seed Associates C, LLC, in its  
capacity as general partner of  
Khosla Ventures Seed C, L.P.](#) 05/17/2022

[/s/ John J. Demeter, as attorney  
in fact for Vinod Khosla, as  
Managing Member of VK  
Services, LLC, in its capacity as](#) 05/17/2022

Manager of Khosla Ventures  
Seed Associates C, LLC  
/s/ John J. Demeter, as attorney  
in fact for Vinod Khosla, as  
Managing Member of VK  
Services, LLC, in its capacity as 05/17/2022  
Manager of Khosla Ventures  
Associates V, LLC, in its  
capacity as general partner of  
Khosla Ventures V, L.P.  
/s/ John J. Demeter, as attorney  
in fact for Vinod Khosla, as  
Managing Member of VK  
Services, LLC, in its capacity as 05/17/2022  
Manager of Khosla Ventures  
Associates V, LLC  
/s/ John J. Demeter, as attorney  
in fact for Vinod Khosla, as  
Managing Member of VK  
Services, LLC 05/17/2022  
/s/ John J. Demeter, as attorney  
in fact for Vinod Khosla 05/17/2022  
\*\* 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.

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