

☐ 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

1. Name and Address of Reporting Person* <u>Makan Divesh</u> (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u> (Street) <u>SAN FRANCISCO</u> <u>CA</u> <u>94111</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc.</u> [<u>GTLB</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2021</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/14/2021</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) 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	12/10/2021		P		53,676	A	\$75.0697 ⁽¹⁾	53,676	D ⁽²⁾	
Class A Common Stock	12/10/2021		P		53,329	A	\$75.0075	53,329	I ⁽³⁾	By William J.G.Griffith
Class A Common Stock	12/10/2021		P		10 ⁽⁴⁾	A	\$74.88	10	I ⁽⁵⁾⁽²⁰⁾	By ICONIQ Investment Holdings, LP
Class A Common Stock	12/10/2021		P		2,900	A	\$71.5503 ⁽⁶⁾	2,910	I ⁽⁵⁾⁽²⁰⁾	By ICONIQ Investment Holdings, LP
Class A Common Stock	12/10/2021		P		8,030	A	\$72.6144 ⁽⁷⁾	10,940	I ⁽⁵⁾⁽²⁰⁾	By ICONIQ Investment Holdings, LP
Class A Common Stock	12/10/2021		P		30,041	A	\$73.7245 ⁽⁸⁾	40,981	I ⁽⁵⁾⁽²⁰⁾	By ICONIQ Investment Holdings, LP
Class A Common Stock	12/10/2021		P		245,030	A	\$74.8914 ⁽⁹⁾	286,011	I ⁽⁵⁾⁽²⁰⁾	By ICONIQ Investment Holdings, LP
Class A Common Stock	12/13/2021		P		1,014	A	\$72.9779 ⁽¹⁰⁾	287,025	I ⁽⁵⁾⁽²⁰⁾	By ICONIQ Investment Holdings, LP
Class A Common Stock	12/13/2021		P		9,143	A	\$74.0595 ⁽¹¹⁾	296,168	I ⁽⁵⁾⁽²⁰⁾	By ICONIQ Investment Holdings, LP

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	12/13/2021		P		38,659	A	\$74.8188 ⁽¹²⁾	334,827	I ⁽⁵⁾ (20)	By ICONIQ Investment Holdings, LP
Class A Common Stock								556,335	I ⁽¹³⁾ (19)(20)	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock								594,449	I ⁽¹⁴⁾ (19)(20)	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								129,400	I ⁽¹⁵⁾ (19)(20)	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock								195,650	I ⁽¹⁶⁾ (19)(20)	By ICONIQ Strategic Partners V-B, L.P.
Class A Common Stock								429,104	I ⁽¹⁷⁾ (19)(20)	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock								535,503	I ⁽¹⁸⁾ (19)(20)	By ICONIQ Strategic Partners VI-B, L.P.

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				

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*

ICONIQ Investment Holdings, LP

(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 Capital Group GP, LLC

(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 price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$74.85 to \$75.25. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
2. The shares are held directly by Divesh Makan ("Makan") through a family trust of which he is a trustee and another estate planning trust having an independent trustee. The Reporting Persons disclaim 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 his or its 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.
3. The shares are held directly by William J.G. Griffith ("Griffith") through a family trust of which he is a trustee and another estate planning trust having an independent trustee. The Reporting Persons disclaim 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 his or its 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.
4. This transaction is being reported by Makan and Griffith. ICONIQ Investment Holdings, LP ("ICONIQ Investment") and ICONIQ Capital Group GP, LLC ("ICONIQ Investment GP") have filed a Form 3 reporting the shares purchased in this transaction.
5. Shares held by ICONIQ Investment. ICONIQ Investment GP is the general partner of ICONIQ Investment. Makan is the sole member of ICONIQ Investment GP. Griffith may have limited partner or other interests in the shares held by ICONIQ Investment.
6. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$71.01 to \$72.00. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
7. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$72.10 to \$72.99. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
8. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$73.03 to \$74.02. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
9. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$74.04 to \$75.00. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
10. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$72.50 to \$73.36. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
11. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$73.50 to \$74.48. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
12. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$74.49 to \$75.00. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
13. The shares are held by ICONIQ Strategic Partners III, L.P. ("ICONIQ III").
14. The shares are held by ICONIQ Strategic Partners III-B, L.P. ("ICONIQ III-B").
15. The shares are held by ICONIQ Strategic Partners V, L.P. ("ICONIQ V").
16. The shares are held by ICONIQ Strategic Partners V-B, L.P. ("ICONIQ V-B").
17. The shares are held by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").
18. The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B").
19. 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 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. ICONIQ Strategic Partners VI GP, L.P. ("ICONIQ VI GP") is the sole general partner of each of ICONIQ VI and ICONIQ VI-B. ICONIQ Strategic Partners VI TT GP, Ltd. ("ICONIQ VI Parent GP") is the sole general partner of ICONIQ VI GP. Makan and 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 V Parent GP and ICONIQ VI Parent GP.
20. Each of ICONIQ III GP, ICONIQ III Parent GP, ICONIQ V GP, ICONIQ V Parent GP, ICONIQ VI GP, ICONIQ VI Parent GP, ICONIQ Investment GP, Makan, Griffith and Jacobson disclaims beneficial ownership of the securities reported herein for purposes of Section 16 of 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.

Remarks:

This Amendment No. 2 on Form 4/A amends and restates the Form 4 originally filed on December 14, 2021 to include a row in Table I disclosing the purchase of 53,329 shares by one of the Reporting Persons (see further detail in footnote (3)) that was inadvertently omitted from the original filing.

LP, By: ICONIQ Capital
Group GP, LLC, By: Kevin
Foster, Title: Authorized
Signatory, /s/ Kevin Foster
ICONIQ Capital Group GP,
LLC, By: Kevin Foster, Title: 02/02/2023
Authorized Signatory, /s/
Kevin Foster
/s/ Divesh Makan 02/02/2023
/s/ William J.G. Griffith 02/02/2023
** 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.

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.