

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No.)\*

Gitlab Inc.  
(Name of Issuer)

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Class A Common Stock, \$0.0000025 par value  
(Title of Class of Securities)

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37637K108  
(CUSIP Number)

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December 31, 2021  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

(Page 1 of 8 Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|   |   |  |
|---|---|--|
| 1   | NAME OF REPORTING PERSON<br><br>D1 Capital Partners L.P.  |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br><div>(a) <input type="checkbox"/></div> <div>(b) <input type="checkbox"/></div>                                 |  |
| 3   | SEC USE ONLY  |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5   | SOLE VOTING POWER<br>0   |
|   | 6   | SHARED VOTING POWER<br>1,147,992 shares of Class A Common Stock issuable upon conversion of shares of Class B<br>Common Stock      |
|   | 7   | SOLE DISPOSITIVE POWER<br>0  |
|   | 8   | SHARED DISPOSITIVE POWER<br>1,147,992 shares of Class A Common Stock issuable upon conversion of shares of Class B<br>Common Stock |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,147,992 shares of Class A Common Stock issuable upon conversion of shares of Class B Common Stock |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>   |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>8.4%   |  |
| 12  | TYPE OF REPORTING PERSON<br>PN, IA  |  |

|   |   |  |
|---|---|--|
| 1   | NAME OF REPORTING PERSON<br><br>Daniel Sundheim   |  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br><br>(a) <input type="checkbox"/><br>(b) <input type="checkbox"/>  |  |
| 3   | SEC USE ONLY  |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5   | SOLE VOTING POWER<br>0   |
|   | 6   | SHARED VOTING POWER<br>1,147,992 shares of Class A Common Stock issuable upon conversion of shares of Class B<br>Common Stock      |
|   | 7   | SOLE DISPOSITIVE POWER<br>0  |
|   | 8   | SHARED DISPOSITIVE POWER<br>1,147,992 shares of Class A Common Stock issuable upon conversion of shares of Class B<br>Common Stock |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>1,147,992 shares of Class A Common Stock issuable upon conversion of shares of Class B Common Stock |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>   |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>8.4%   |  |
| 12  | TYPE OF REPORTING PERSON<br>IN, HC  |  |

**Item 1(a). Name of Issuer.**

Gitlab Inc. (the "Issuer")

**Item 1(b). Address of Issuer's Principal Executive Offices.**

268 Bush Street, #350  
San Francisco, CA 94104

**Item 2(a). Name of Person Filing.**

This statement is filed by D1 Capital Partners L.P. (the "Investment Manager") and Daniel Sundheim (the "Mr. Sundheim"). The foregoing persons are hereinafter sometimes referred to as the "Reporting Persons."

The Investment Manager is a registered investment adviser and serves as the investment manager of private investment vehicles and accounts, including D1 Capital Partners Master LP (the "Investment Vehicle"), and may be deemed to beneficially own the shares of Class A Common Stock issuable upon conversion of the shares of Class B Common Stock held by the Investment Vehicle and/or its subsidiary. Mr. Sundheim indirectly controls the Investment Manager and may be deemed to beneficially own the shares of Class A Common Stock issuable upon conversion of the shares of Class B Common Stock held by the Investment Vehicle and/or its subsidiary.

The filing of this statement should not be construed as an admission that any Reporting Person is, for the purposes of Section 13 of the Securities Exchange Act of 1934, as amended, the beneficial owner of the securities reported herein.

**Item 2(b). Address of Principal Business Office.**

D1 Capital Partners L.P.  
9 West 57<sup>th</sup> Street, 36<sup>th</sup> Floor  
New York, New York 10019

Daniel Sundheim  
c/o D1 Capital Partners L.P.  
9 West 57<sup>th</sup> Street, 36<sup>th</sup> Floor  
New York, New York 10019

**Item 2(c). Place of Organization.**

Investment Manager – Delaware  
Mr. Sundheim – United States of America

**Item 2(d). Title of Class of Securities.**

Class A common stock, \$0.0000025 par value (the "Class A Common Stock")

**Item 2(e). CUSIP Number.**

37637K108

**Item 3.**                    **If this Statement is Filed Pursuant to §§ 240.13d-1(b) or 240.13d-2(b), or (c), check whether the Person Filing is a:**

- (a)      ☐      Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)      ☐      Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)      ☐      Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)      ☐      Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)      ☐      An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)      ☐      An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)      ☐      A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)      ☐      A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)      ☐      A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)      ☐      A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k)      ☐      Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4.**                    **Ownership.**

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The percentages set forth herein are calculated based upon 12,600,000 shares of Class A Common Stock outstanding as of November 29, 2021 as reported in the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2021, filed with the Securities and Exchange Commission on December 7, 2021.

**Item 5.**                    **Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person.**

The Investment Vehicle (and/or its subsidiary) has the right to receive and the power to direct the receipt of dividends from, and the proceeds from the sale of, the shares of Class A Common Stock reported herein.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 14, 2022

D1 CAPITAL PARTNERS L.P.

By: /s/ Amanda Hector

Name: Amanda Hector

Title: General Counsel and Chief Compliance Officer

/s/ Daniel Sundheim

DANIEL SUNDHEIM

## Exhibit A

## JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: February 14, 2022

D1 CAPITAL PARTNERS L.P.

By: /s/ Amanda Hector

Name: Amanda Hector

Title: General Counsel and Chief Compliance Officer

/s/ Daniel Sundheim

DANIEL SUNDHEIM