

☐ 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>Jacobson Matthew</u>  (Last) (First) (Middle) <u>C/O ICONIQ CAPITAL</u> <u>394 PACIFIC AVENUE, 2ND FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [ GTLB ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2021</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> 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  Form filed by More than One Reporting Person
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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	12/09/2021		P		26,196	A	\$75.2876 <sup>(1)</sup>	170,794	I <sup>(2)</sup> (17)(18)	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock	12/09/2021		P		32,985	A	\$75.2876 <sup>(1)</sup>	213,437	I <sup>(3)</sup> (17)(18)	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock	12/09/2021		P		60,210	A	\$76.645 <sup>(4)</sup>	231,004	I <sup>(2)</sup> (17)(18)	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock	12/09/2021		P		75,796	A	\$76.645 <sup>(4)</sup>	289,233	I <sup>(3)</sup> (17)(18)	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock	12/09/2021		P		32,566	A	\$77.3393 <sup>(5)</sup>	263,570	I <sup>(2)</sup> (17)(18)	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock	12/09/2021		P		40,825	A	\$77.3393 <sup>(5)</sup>	330,058	I <sup>(3)</sup> (17)(18)	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock	12/09/2021		P		50,484	A	\$78.528 <sup>(6)</sup>	314,054	I <sup>(2)</sup> (17)(18)	By ICONIQ Strategic Partners VI, L.P.



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		686	A	\$77.3852 <sup>(12)</sup>	429,104	I <sup>(2)(17)(18)</sup>	By ICONIQ Strategic Partners VI, L.P.
Class A Common Stock	12/10/2021		P		864	A	\$77.3852 <sup>(12)</sup>	535,503	I <sup>(3)(17)(18)</sup>	By ICONIQ Strategic Partners VI-B, L.P.
Class A Common Stock								556,335	I <sup>(13)(17)(18)</sup>	By ICONIQ Strategic Partners III, L.P.
Class A Common Stock								594,449	I <sup>(14)(17)(18)</sup>	By ICONIQ Strategic Partners III-B, L.P.
Class A Common Stock								129,400	I <sup>(15)(17)(18)</sup>	By ICONIQ Strategic Partners V, L.P.
Class A Common Stock								195,650	I <sup>(16)(17)(18)</sup>	By ICONIQ Strategic Partners V-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					

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 \$75.045 to \$76.03. 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 by ICONIQ Strategic Partners VI, L.P. ("ICONIQ VI").
3. The shares are held by ICONIQ Strategic Partners VI-B, L.P. ("ICONIQ VI-B").
4. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$76.05 to \$77.02. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
5. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$77.03 to \$78.00. Full information regarding the number of shares purchased at each separate price can be furnished to the SEC staff upon request.
6. The price reported in Column 4 is a weighted average price. The shares were purchased in multiple transactions at prices ranging from \$78.03 to \$79.005. 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 \$79.01 to \$79.99. 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 \$80.00 to \$80.93. 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 \$80.99 to \$81.43. 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 \$73.415 to \$73.83. 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 \$76.00 to \$76.59. 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 \$76.99 to \$77.93. 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. 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. Divesh Makan ("Makan") and William J.G. Griffith ("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.

18. The Reporting Person disclaims 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 pecuniary interest therein, if any. This report shall not be deemed an admission that the Reporting Person is a beneficial owner of such securities for the purpose of Section 16 of the Exchange Act, or for any other purpose.

Remarks:

/s/ [Matthew Jacobson](#)[12/13/2021](#)

\*\* Signature of Reporting PersonDate

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.**