

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Khosla Ventures Seed C, L.P.</u> <hr/> (Last) (First) (Middle) <u>2128 SAND HILL ROAD</u> <hr/> (Street) <u>MENLO PARK CA 94025</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/13/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>Gitlab Inc. [GTLB]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	11,016,248	(1)	I	See footnote ⁽³⁾
Series A-2 Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	3,333,700	(1)	I	See footnote ⁽³⁾
Series B Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	4,221,744	(1)	I	See footnote ⁽⁴⁾
Series D Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	456,628	(1)	I	See footnote ⁽⁴⁾

1. Name and Address of Reporting Person* <u>Khosla Ventures Seed C, L.P.</u> <hr/> (Last) (First) (Middle) <u>2128 SAND HILL ROAD</u> <hr/> (Street) <u>MENLO PARK CA 94025</u> <hr/> (City) (State) (Zip)		
1. Name and Address of Reporting Person* <u>Khosla Ventures Seed Associates C, LLC</u> <hr/> (Last) (First) (Middle) <u>2128 SAND HILL ROAD</u> <hr/> (Street)		

MENLO PARK CA 94025		
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person*

[Khosla Ventures V, 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 Associates V, LLC](#)

(Last)(First)(Middle)

2128 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)(State)(Zip)

1. Name and Address of Reporting Person*

[VK Services, LLC](#)

(Last)(First)(Middle)

2128 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)(State)(Zip)

1. Name and Address of Reporting Person*

[KHOSLA VINOD](#)

(Last)(First)(Middle)

2128 SAND HILL ROAD

(Street)

MENLO PARK CA 94025

(City)(State)(Zip)

Explanation of Responses:

1. Each share of Series A Preferred Stock, Series A-2 Preferred Stock, Series B Preferred Stock and Series D Preferred Stock (together, the "Preferred Stock") will automatically convert into one share of the Issuer's Class B Common Stock immediately prior to the closing of the Issuer's initial public offering (the "IPO"). The Preferred Stock has no expiration date.
2. Each share of 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 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.
3. Consists of securities held of record by Khosla Ventures Seed C, L.P. ("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.
4. Consists of securities held of record by Khosla Ventures V, L.P. ("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.

Remarks:

<u>/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.</u>	<u>10/13/2021</u>
<u>/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</u>	<u>10/13/2021</u>
<u>/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 Associates V, LLC, in its capacity as general partner of Khosla Ventures V, L.P.</u>	<u>10/13/2021</u>
<u>/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 Associates V, LLC</u>	<u>10/13/2021</u>
<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC</u>	<u>10/13/2021</u>
<u>/s/ John J. Demeter, as attorney in fact for Vinod Khosla</u>	<u>10/13/2021</u>

** Signature of Reporting Person	Date
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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 5 (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.