

☐ 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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

hours per response: 0.5

1. Name and Address of Reporting Person* <u>McBride Michael Eugene</u>  (Last) (First) (Middle) <u>C/O GITLAB INC.</u>  (Street) <u>NOT APPLICABLE DE</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>02/01/2023</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Chief Revenue Officer</u>  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	02/01/2023		S <sup>(1)</sup>		3,785	D	\$49.982 <sup>(2)</sup>	865,393	I	McBride Family Trust
Class A Common Stock	02/01/2023		S <sup>(1)</sup>		630	D	\$50.893 <sup>(3)</sup>	864,763	I	McBride Family Trust
Class A Common Stock	02/01/2023		S <sup>(1)</sup>		400	D	\$52.425 <sup>(4)</sup>	864,363	I	McBride Family Trust
Class A Common Stock	02/01/2023		S <sup>(1)</sup>		606	D	\$53.56 <sup>(5)</sup>	863,757	I	McBride Family Trust
Class A Common Stock	02/01/2023		S <sup>(1)</sup>		1,411	D	\$54.308 <sup>(6)</sup>	862,346	I	McBride Family Trust

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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. This transaction was executed pursuant to a trading plan entered into by the Reporting Person, as a trustee of the McBride Family Trust, on December 30, 2021 and amended on June 30, 2022 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.59 to \$50.56, inclusive. The Reporting Person undertakes to provide to GitLab Inc., any security holder of GitLab Inc., or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote 2, footnote 3, footnote 4, footnote 5, and footnote 6.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.66 to \$51.32, inclusive.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.90 to \$52.67, inclusive.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.91 to \$53.90, inclusive.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.92 to \$54.65, inclusive.

Remarks:

/s/ Robin Schulman, Attorney-  
in-Fact for Michael Eugene McBride 02/03/2023

\*\* 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.**