

FORM 3

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES

OMB APPROVAL

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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>GV 2017 GP, L.L.C.</u> <hr/> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> <hr/> (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</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> <hr/> 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
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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 C Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	8,374,040	(1)	I	By GV 2017, L.P. ⁽³⁾
Series D Preferred Stock	(1)	(1)	Class B Common Stock ⁽²⁾	514,736	(1)	I	By GV 2017, L.P. ⁽³⁾

1. Name and Address of Reporting Person* <u>GV 2017 GP, L.L.C.</u> <hr/> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> <hr/> (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u> <hr/> (City) (State) (Zip)	1. Name and Address of Reporting Person* <u>GV 2017 GP, L.P.</u> <hr/> (Last) (First) (Middle) <u>1600 AMPHITHEATRE PARKWAY</u> <hr/> (Street) <u>MOUNTAIN VIEW</u> <u>CA</u> <u>94043</u> <hr/> (City) (State) (Zip)
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1. Name and Address of Reporting Person*

GV 2017, L.P.

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Alphabet Inc.

(Last) (First) (Middle)

1600 AMPHITHEATRE PARKWAY

(Street)

MOUNTAIN VIEW CA 94043

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Series C Preferred Stock and Series D Preferred Stock automatically converts, or converted, 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"). Other than the aforementioned conversion, Series C Preferred Stock and Series D Preferred Stock have 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, whether or not for value, as well as upon the earliest of: (i) the tenth anniversary of the date of the IPO; (ii) the death or disability of Sytse Sijbrandij; (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 of all classes 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. The securities reported in this row are held directly held by GV 2017, L.P. (the "Partnership"). The general partner of the Partnership is GV 2017 GP, L.P. (the "GP"). The general partner of the GP is GV 2017 GP, L.L.C. ("GV 2017 LLC"). The sole managing member of GV 2017 LLC is Alphabet Holdings LLC ("Alphabet Holdings"). The sole managing member of Alphabet Holdings is XXVI Holdings Inc. ("XXVI"). The sole controlling stockholder of XXVI is Alphabet Inc. Each of the GP, GV 2017 LLC, Alphabet Holdings, XXVI, and Alphabet Inc. may be deemed to have voting and investment discretion over the securities directly beneficially owned by the Partnership. Each of the aforementioned parties disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

Remarks:

/s/ Inga Goldbard, General Counsel of GV 2017 GP, L.L.C.

05/06/2022

/s/ Inga Goldbard, General Counsel of GV 2017 GP, L.P.

05/06/2022

/s/ Inga Goldbard, General Counsel of GV 2017, L.P.

05/06/2022

/s/ Kathryn W. Hall, Assistant Secretary of Alphabet Inc.

05/06/2022

** 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 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.