

**GITLAB INC.**  
Reported by  
**KHOSLA VENTURES ASSOCIATES V, LLC**

**FORM 3**  
(Initial Statement of Beneficial Ownership)

Filed 10/13/21 for the Period Ending 10/13/21

Address	268 BUSH STREET #350 SAN FRANCISCO, CA, 94104
Telephone	415-829-2854
CIK	0001653482
Symbol	GTLB
Fiscal Year	01/31

## 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

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
<b>Khosla Ventures Seed C, L.P.</b>			<b>10/13/2021</b>		<b>Gitlab Inc. [GTLB]</b>		
(Last) (First) (Middle) <b>2128 SAND HILL ROAD</b>			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Street) <b>MENLO PARK, CA 94025</b>			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(City) (State) (Zip)			5. If Amendment, Date Original Filed(MM/DD/YYYY)		6. Individual or Joint/Group Filing(Check Applicable Line)		
					<input type="checkbox"/> 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 Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: 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			
<b>Series A Preferred Stock</b>	(1)	(1)	<b>Class B Common Stock (2)</b>	<b>11016248</b>	(1)	<b>I</b>	<b>See footnote (3)</b>
<b>Series A-2 Preferred Stock</b>	(1)	(1)	<b>Class B Common Stock (2)</b>	<b>3333700</b>	(1)	<b>I</b>	<b>See footnote (3)</b>
<b>Series B Preferred Stock</b>	(1)	(1)	<b>Class B Common Stock (2)</b>	<b>4221744</b>	(1)	<b>I</b>	<b>See footnote (4)</b>
<b>Series D Preferred Stock</b>	(1)	(1)	<b>Class B Common Stock (2)</b>	<b>456628</b>	(1)	<b>I</b>	<b>See footnote (4)</b>

#### Explanation of Responses:

- 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.
- 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.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khosla Ventures Seed C, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Seed Associates C, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures V, L.P. 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
Khosla Ventures Associates V, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
VK Services, LLC 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		
KHOSLA VINOD 2128 SAND HILL ROAD MENLO PARK, CA 94025		X		

#### Signatures

/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.

10/13/2021

--Signature of Reporting Person

Date

/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

10/13/2021

--Signature of Reporting Person

Date

/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.

10/13/2021

--Signature of Reporting Person

Date

/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

10/13/2021

--Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla, as Managing Member of VK Services, LLC

10/13/2021

--Signature of Reporting Person

Date

/s/ John J. Demeter, as attorney in fact for Vinod Khosla

10/13/2021

--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.

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