

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>KDT Ibotta Holdings, LLC</u> (Last) (First) (Middle) 4111 E. 37TH STREET NORTH (Street) WICHITA KS 67220 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ibotta, Inc. [IBTA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/22/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 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				
Common Stock	04/22/2024		J ⁽¹⁾		647,926	D	(1)	0	D ⁽²⁾		
Class A Common Stock	04/22/2024		J ⁽¹⁾		647,926	A	(1)	647,926	D ⁽²⁾		
Common Stock	04/22/2024		C		4,151,214	A	(3)	4,151,214	D ⁽²⁾		
Common Stock	04/22/2024		J ⁽¹⁾		4,151,214	D	(1)	4,151,214	D ⁽²⁾		
Class A Common Stock	04/22/2024		J ⁽¹⁾		4,151,214	A	(1)	4,799,140	D ⁽²⁾		
Class A Common Stock	04/22/2024		C		1,089,989	A	\$63.8 ⁽⁴⁾	5,889,129	D ⁽²⁾		
Class A Common Stock	04/22/2024		S ⁽⁵⁾		1,500,000	D	\$88	4,389,129	D ⁽²⁾		

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	Title	Amount or Number of Shares				
Series D Preferred Stock	(3)	04/22/2024		C		4,151,214		(3)	(3)	Common Stock	4,151,214	(3)	0	D ⁽²⁾	
Convertible Unsecured Subordinated Promissory Note	\$63.8 ⁽⁴⁾	04/22/2024		C		1,089,989		(4)	(4)	Class A Common Stock	1,089,989	(4)	0	D ⁽²⁾	

1. Name and Address of Reporting Person*
KDT Ibotta Holdings, LLC
 (Last) (First) (Middle)
 4111 E. 37TH STREET NORTH
 (Street)
 WICHITA KS 67220
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KOCH INDUSTRIES INC
 (Last) (First) (Middle)
 4111 E. 37TH STREET NORTH
 (Street)

WICHITA KS 67220

(City) (State) (Zip)

Explanation of Responses:

1. Pursuant to a reclassification exempt under Rule 16b-7, each share of common stock, par value \$0.00001 per share ("Common Stock"), of Ibotta, Inc. (the "Issuer") automatically reclassified into shares of Class A Common Stock, par value \$0.00001 per share ("Class A Common Stock"), of the Issuer on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering (the "IPO").
2. Securities are held by KDT Ibotta Holdings, LLC ("KDT Ibotta"). KDT Ibotta is a subsidiary of Koch Disruptive Technologies, LLC ("KDT"), KDT is a subsidiary of Koch Disruptive Technologies Holdings, LLC ("KDT Holdings"), KDT Holdings is a subsidiary of Koch Investments Group, LLC ("KIG"), KIG is a subsidiary of Koch Investments Group Holdings, LLC ("KIG Holdings") and KIG Holdings is a subsidiary of Koch Industries, Inc. ("Koch Industries"). Each of Koch Industries, KIG Holdings, KIG, KDT Holdings and KDT may be deemed to beneficially own the securities of the Issuer held by KDT Ibotta by virtue of Koch Industries' beneficial ownership of KIG Holdings, KIG Holdings' beneficial ownership of KIG, KIG's beneficial ownership of KDT Holdings, KDT Holdings' beneficial ownership of KDT, and KDT's beneficial ownership of KDT Ibotta. Each of Koch Industries, KIG Holdings, KIG, KDT Holdings and KDT disclaims such beneficial ownership except to the extent of their pecuniary interest therein.
3. Each share of Series D redeemable convertible preferred stock par value \$0.00001 per share ("Series D Preferred Stock") of the Issuer automatically converted into Common Stock on a one-for-one basis immediately prior to the completion of the IPO and had no expiration date.
4. The principal amount of the Convertible Unsecured Subordinated Promissory Note (together with accrued interest thereon) automatically converted into shares of Class A Common Stock at a conversion price equal to \$63.80 immediately prior to the completion of the IPO. The Convertible Unsecured Subordinated Promissory Note has a maturity date of March 24, 2027. The treatment of the Convertible Unsecured Subordinated Promissory Note in the IPO was exempt pursuant to Rule 16b-6.
5. Pursuant to the IPO, on April 17, 2024, the Issuer, the selling stockholders named in the Underwriting Agreement (as defined below) and the underwriters of the IPO (the "Underwriters") entered into an Underwriting Agreement (the "Underwriting Agreement"). Pursuant to the Underwriting Agreement, KDT Ibotta sold 1,500,000 shares of Class A Common Stock of the Issuer to the Underwriters at a per share sale price of \$88.00. The per share sale price reported in this Form 4 does not reflect underwriting discounts.

KDT Ibotta Holdings, LLC /s/ Nicholas Hoffman, Secretary 04/22/2024

Koch Industries, Inc. /s/ Raffaele G. Fazio, Assistant Secretary 04/22/2024

** 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.