

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Ibotta, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.00001 per share

(Title of Class of Securities)

451051106

(CUSIP Number)

02/26/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 451051106

1	Names of Reporting Persons Southpoint Master Fund, LP
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization CAYMAN ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,400,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,400,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,400,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 5.0 %	
12	Type of Reporting Person (See Instructions) PN	

SCHEDULE 13G

CUSIP No.	451051106
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1	Names of Reporting Persons Southpoint Capital Advisors LP	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,400,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,400,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,400,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	

11	Percent of class represented by amount in row (9) 5.0 %
12	Type of Reporting Person (See Instructions) PN

SCHEDULE 13G

CUSIP No.	451051106
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1	Names of Reporting Persons Southpoint Capital Advisors LLC	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,400,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,400,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,400,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 5.0 %	
12	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13G

CUSIP No.	451051106
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1	Names of Reporting Persons Southpoint GP, LP	
2	Check the appropriate box if a member of a Group (see instructions)	

	<input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)								
3	Sec Use Only								
4	Citizenship or Place of Organization DELAWARE								
Number of Shares Beneficially Owned by Each Reporting Person With:	<table border="1"> <tr> <td>5</td> <td>Sole Voting Power 0.00</td> </tr> <tr> <td>6</td> <td>Shared Voting Power 1,400,000.00</td> </tr> <tr> <td>7</td> <td>Sole Dispositive Power 0.00</td> </tr> <tr> <td>8</td> <td>Shared Dispositive Power 1,400,000.00</td> </tr> </table>	5	Sole Voting Power 0.00	6	Shared Voting Power 1,400,000.00	7	Sole Dispositive Power 0.00	8	Shared Dispositive Power 1,400,000.00
	5	Sole Voting Power 0.00							
	6	Shared Voting Power 1,400,000.00							
	7	Sole Dispositive Power 0.00							
8	Shared Dispositive Power 1,400,000.00								
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,400,000.00								
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>								
11	Percent of class represented by amount in row (9) 5.0 %								
12	Type of Reporting Person (See Instructions) PN								

SCHEDULE 13G

CUSIP No.	451051106
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1	Names of Reporting Persons Southpoint GP, LLC
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,400,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,400,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,400,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	
11	Percent of class represented by amount in row (9) 5.0 %	
12	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13G

CUSIP No.	451051106
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1	Names of Reporting Persons John S. Clark II	
2	Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)	
3	Sec Use Only	
4	Citizenship or Place of Organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	5	Sole Voting Power 0.00
	6	Shared Voting Power 1,400,000.00
	7	Sole Dispositive Power 0.00
	8	Shared Dispositive Power 1,400,000.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,400,000.00	
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/>	

11	Percent of class represented by amount in row (9) 5.0 %
12	Type of Reporting Person (See Instructions) IN

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Ibotta, Inc.

(b) Address of issuer's principal executive offices:

1801 California Street, Suite 400, Denver, CO 80202

Item 2.

(a) Name of person filing:

The name of the persons filing this report (the "Reporting Persons") with respect to shares of Class A Common Stock, par value \$0.00001 per share (the "Class A Common Stock") of Ibotta, Inc. (the "Issuer") are:

- (i) Southpoint Master Fund, LP
- (ii) Southpoint Capital Advisors LP,
- (iii) Southpoint Capital Advisors LLC
- (iv) Southpoint GP, LP
- (v) Southpoint GP, LLC
- (vi) John S. Clark II

(b) Address or principal business office or, if none, residence:

The address of the principal business office of each of the Reporting Persons is:

1114 Avenue of the Americas, 22nd Floor
New York, NY 10036

(c) Citizenship:

Southpoint Master Fund, LP: Cayman Islands
Southpoint Capital Advisors LP: Delaware
Southpoint Capital Advisors LLC: Delaware
Southpoint GP, LP: Delaware
Southpoint GP, LLC: Delaware
John S. Clark II: United States of America

(d) Title of class of securities:

Class A Common Stock, par value \$0.00001 per share

(e) CUSIP No.:

451051106

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

The information required by by this item with respect to each Reporting Person is set forth in Rows 5 through 9 of the cover pages to this Schedule 13G.

(b) Percent of class:

The information by this item with respect to each Reporting Person is set forth in Row 11 of the cover pages to this Schedule 13G. The ownership percentages are based on 27,884,964 shares of Class A Common Stock as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 27, 2025. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

The information required by by this item with respect to each Reporting Person is set forth in Row 5 of the cover pages to this Schedule 13G.

(ii) Shared power to vote or to direct the vote:

The information required by by this item with respect to each Reporting Person is set forth in Row 6 of the cover pages to this Schedule 13G.

(iii) Sole power to dispose or to direct the disposition of:

The information required by by this item with respect to each Reporting Person is set forth in Row 7 of the cover pages to this Schedule 13G.

(iv) Shared power to dispose or to direct the disposition of:

The information required by by this item with respect to each Reporting Person is set forth in Row 8 of the cover pages to this Schedule 13G.

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under ?? 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Southpoint Master Fund, LP

Signature: /s/ John S. Clark II

Name/Title: By Southpoint GP, LP, its General Partner, by Southpoint GP LLC, its General Partner, by John S. Clark II, Managing Member

Date: 03/05/2025

Southpoint Capital Advisors LP

Signature: /s/ John S. Clark II

Name/Title: By Southpoint Capital Advisors LLC, its General Partner, by John S. Clark II, Managing Member

Date: 03/05/2025

Southpoint Capital Advisors LLC

Signature: /s/ John S. Clark II

Name/Title: John S. Clark II, Managing Member

Date: 03/05/2025

Southpoint GP, LP

Signature: /s/ John S. Clark II

Name/Title: John S. Clark II, Managing Member

Date: 03/05/2025

Southpoint GP, LLC

Signature: /s/ John S. Clark II

Name/Title: John S. Clark, Managing Member

Date: 03/05/2025

John S. Clark II

Signature: /s/ John S. Clark II

Name/Title: John S. Clark II, individually

Date: 03/05/2025