

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 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>D. E. SHAW &amp; CO, L.P.</u>  (Last) (First) (Middle) TWO MANHATTAN WEST 375 NINTH AVENUE, 52ND FLOOR  (Street) NEW YORK NY 10001  (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) <input checked="" type="checkbox"/> Other (specify below) See Footnotes 3,11,17,18,19
	3. Date of Earliest Transaction (Month/Day/Year) 10/02/2024	
	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			
Class A common stock, par value \$0.00001 per share	10/02/2024		P		1,588	A	\$61.1741 <sup>(1)</sup> <sub>(2)</sub>	2,030,216	I	See Footnotes. <sub>(3)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/02/2024		P		3,684	A	\$62.0409 <sup>(1)</sup> <sub>(4)</sub>	2,033,900	I	See Footnotes. <sub>(3)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/03/2024		P		2,873	A	\$60.1853 <sup>(1)</sup> <sub>(5)</sub>	2,036,773	I	See Footnotes. <sub>(3)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/03/2024		P		944	A	\$61.0294 <sup>(1)</sup> <sub>(6)</sub>	2,037,717	I	See Footnotes. <sub>(3)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/04/2024		P		722	A	\$61.7843 <sup>(1)</sup> <sub>(7)</sub>	2,038,439	I	See Footnotes. <sub>(3)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/04/2024		P		2,998	A	\$62.7452 <sup>(1)</sup> <sub>(8)</sub>	2,041,437	I	See Footnotes. <sub>(3)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/04/2024		P		974	A	\$63.3519 <sup>(1)</sup> <sub>(9)</sub>	2,042,411	I	See Footnotes. <sub>(3)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/02/2024		P		525	A	\$61.066 <sup>(1)</sup> <sub>(10)</sub>	676,725	I	See Footnotes. <sub>(11)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/02/2024		P		1,196	A	\$62.083 <sup>(1)</sup> <sub>(12)</sub>	677,921	I	See Footnotes. <sub>(11)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/03/2024		P		994	A	\$60.1105 <sup>(1)</sup> <sub>(13)</sub>	678,915	I	See Footnotes. <sub>(11)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/03/2024		P		385	A	\$61.1242 <sup>(1)</sup> <sub>(14)</sub>	679,300	I	See Footnotes. <sub>(11)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/04/2024		P		735	A	\$62.278 <sup>(1)</sup> <sub>(15)</sub>	680,035	I	See Footnotes. <sub>(11)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share	10/04/2024		P		765	A	\$63.1431 <sup>(1)</sup> <sub>(16)</sub>	680,800	I	See Footnotes. <sub>(11)(18)(19)</sub>
Class A common stock, par value \$0.00001 per share								58,842	I	See Footnotes. <sub>(17)(18)(19)</sub>

**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				

1. Name and Address of Reporting Person<sup>\*</sup>  
[D. E. SHAW & CO, L.P.](#)

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(Last) (First) (Middle)  
[TWO MANHATTAN WEST](#)  
[375 NINTH AVENUE, 52ND FLOOR](#)

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(Street)  
[NEW YORK](#) [NY](#) [10001](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[D. E. SHAW & CO, L.L.C.](#)

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[375 NINTH AVENUE, 52ND FLOOR](#)

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(Street)  
[NEW YORK](#) [NY](#) [10001](#)

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(City) (State) (Zip)

1. Name and Address of Reporting Person<sup>\*</sup>  
[SHAW DAVID E](#)

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(Last) (First) (Middle)  
[TWO MANHATTAN WEST](#)  
[375 NINTH AVENUE, 52ND FLOOR](#)

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(Street)  
[NEW YORK](#) [NY](#) [10001](#)

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**Explanation of Responses:**

- Where weighted average price is used for the reported transactions, the Reporting Persons undertake to provide upon request by the U.S. Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares transacted at each separate price.
- This is a weighted average price based on prices ranging from \$60.6200 to \$61.5600, inclusive.
- The securities reported in this line of this Form 4 are directly held by D. E. Shaw Valence Portfolios, L.L.C. ("Valence"), and may be deemed to be indirectly held by the Reporting Persons.
- This is a weighted average price based on prices ranging from \$61.6200 to \$62.6000, inclusive.
- This is a weighted average price based on prices ranging from \$59.7223 to \$60.5600, inclusive.
- This is a weighted average price based on prices ranging from \$60.7850 to \$61.5350, inclusive.
- This is a weighted average price based on prices ranging from \$61.2200 to \$62.1900, inclusive.
- This is a weighted average price based on prices ranging from \$62.2500 to \$63.2450, inclusive.
- This is a weighted average price based on prices ranging from \$63.2500 to \$63.4800, inclusive.
- This is a weighted average price based on prices ranging from \$60.6200 to \$61.5500, inclusive.
- The securities reported in this line of this Form 4 are directly held by D. E. Shaw Oculus Portfolios, L.L.C. ("Oculus"), and may be deemed to be indirectly held by the Reporting Persons.
- This is a weighted average price based on prices ranging from \$61.6200 to \$62.4150, inclusive.
- This is a weighted average price based on prices ranging from \$59.7223 to \$60.6900, inclusive.
- This is a weighted average price based on prices ranging from \$60.7753 to \$61.5586, inclusive.
- This is a weighted average price based on prices ranging from \$61.7700 to \$62.7500, inclusive.
- This is a weighted average price based on prices ranging from \$62.7700 to \$63.4900, inclusive.
- The securities reported in this line of this Form 4 are directly held by a member of the Executive Committee of D. E. Shaw & Co., L.P. ("DESCO LP") and D. E. Shaw & Co., L.L.C. ("DESCO LLC"), and may be deemed to be indirectly held by the Reporting Persons.
- DESCO LP, as investment adviser to Valence and Oculus; DESCO LLC, as manager of Valence and Oculus; and David E. Shaw, as President and sole shareholder of D. E. Shaw & Co., Inc., which is the general partner of DESCO LP, and as President and sole shareholder of D. E. Shaw & Co. II, Inc., which is the managing member of DESCO LLC, may be deemed to be the beneficial owners of the securities reported in this Form 4 for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934.
- In accordance with instruction 4(b)(iv), the entire number of securities of the Issuer that may be deemed to be beneficially owned by DESCO LP, DESCO LLC, and David E. Shaw is reported herein. Each of DESCO LP, DESCO LLC, and David E. Shaw disclaims any beneficial ownership of any security listed in this Form 4, except to the extent of any pecuniary interest therein.

**Remarks:**

Exhibit Index: 24.1 Power of Attorney, 24.2 Power of Attorney

[D. E. Shaw & Co., L.P., By: /s/ Daniel R. Marcus, Chief Compliance Officer](#) [10/04/2024](#)  
[D. E. Shaw & Co., L.L.C., By: /s/ Daniel R. Marcus, Authorized](#) [10/04/2024](#)

Signatory

David E. Shaw, By: /s/ Daniel R.

Marcus, as Attorney-in-Fact for

David E. Shaw

10/04/2024

\*\* 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.**

**EXHIBIT 24.1**

POWER OF ATTORNEY  
FOR CERTAIN REGULATORY FILINGS  
INCLUDING CERTAIN FILINGS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AND THE INVESTMENT ADVISERS ACT OF 1940

I, David E. Shaw, hereby make, constitute, and appoint each of

Adam Deaton,  
Anne Dinning,  
Edward Fishman,  
Alexis Halaby,  
Edwin Jager,  
Martin Lebwohl,  
Daniel Marcus,  
Anoop Prasad,  
Maximilian Stone, and  
David Sweet,

acting individually in such person's capacity as an employee of D. E. Shaw & Co., L.P. or one of its subsidiaries, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, (i) executing in my name, in my capacity as President of D. E. Shaw & Co., Inc. (acting for itself or as the general partner of D. E. Shaw & Co., L.P. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities), all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with any registration or regulatory disclosure requirements and/or ownership or control-person reporting requirements imposed by any U.S. or non-U.S. governmental or regulatory authority, including without limitation Form ADV, Forms 3, 4, 5, and 13F, and Schedules 13D and 13G required to be filed with the U.S. Securities and Exchange Commission, and/or (ii) delivering, furnishing, or filing, in each case whether themselves or through their designee, any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution of, and/or their (or their designee's) delivery, furnishing, and/or filing of, the applicable document.

This power of attorney shall be valid as of the date set forth below and replaces the power granted on March 1, 2017, which is hereby cancelled. Furthermore, this power of attorney shall be valid with respect to any particular individual set forth above only for so long as such person remains employed by D. E. Shaw & Co., L.P. or one of its subsidiaries.

IN WITNESS WHEREOF, I have executed this instrument as of the date set forth below.

Date: August 1, 2024

/s/ David E. Shaw

David E. Shaw,  
as President of D. E. Shaw & Co., Inc.

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**EXHIBIT 24.2**

POWER OF ATTORNEY  
FOR CERTAIN REGULATORY FILINGS  
INCLUDING CERTAIN FILINGS  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
AND THE INVESTMENT ADVISERS ACT OF 1940

I, David E. Shaw, hereby make, constitute, and appoint each of

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Daniel Marcus,  
Anoop Prasad,  
Maximilian Stone, and  
David Sweet,

acting individually in such person's capacity as an employee of D. E. Shaw & Co., L.P. or one of its subsidiaries, as my agent and attorney-in-fact, with full power of substitution, for the purpose of, from time to time, (i) executing in my name, in my capacity as President of D. E. Shaw & Co. II, Inc. (acting for itself or as the managing member of D. E. Shaw & Co., L.L.C. and general partner, managing member, or manager of other entities, any of which in turn may be acting for itself or other entities), all documents, certificates, instruments, statements, other filings, and amendments to the foregoing (collectively, "documents") determined by such person to be necessary or appropriate to comply with any registration or regulatory disclosure requirements and/or ownership or control-person reporting requirements imposed by any U.S. or non-U.S. governmental or regulatory authority, including without limitation Form ADV, Forms 3, 4, 5, and 13F, and Schedules 13D and 13G required to be filed with the U.S. Securities and Exchange Commission, and/or (ii) delivering, furnishing, or filing, in each case whether themselves or through their designee, any such documents to or with the appropriate governmental or regulatory authority. Any such determination shall be conclusively evidenced by such person's execution of, and/or their (or their designee's) delivery, furnishing, and/or filing of, the applicable document.

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IN WITNESS WHEREOF, I have executed this instrument as of the date set forth below.

Date: August 1, 2024

/s/ David E. Shaw

David E. Shaw,  
as President of D. E. Shaw & Co. II, Inc.

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