

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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>Swanson Luke Roy</u> (Last) (First) (Middle) <u>C/O IBOTTA, INC.</u> <u>1801 CALIFORNIA STREET, SUITE 400</u> (Street) <u>DENVER CO 80202</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/17/2024</u>	3. Issuer Name and Ticker or Trading Symbol <u>ibotta, Inc. [IBTA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF TECHNOLOGY OFFICER</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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)
Common Stock ⁽¹⁾	800,461 ⁽²⁾	D	
Common Stock ⁽¹⁾	45,045	I	See footnote ⁽³⁾

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				
Employee Stock Option (Right to Buy)	(4)	01/25/2028	Common Stock ⁽¹⁾ 21,728	5.05	D	
Employee Stock Option (Right to Buy)	(4)	11/13/2028	Common Stock ⁽¹⁾ 35,000	5.35	D	
Employee Stock Option (Right to Buy)	(4)	12/11/2029	Common Stock ⁽¹⁾ 39,324	12.75	D	
Employee Stock Option (Right to Buy)	(5)	12/08/2030	Common Stock ⁽¹⁾ 50,000	8.3	D	
Employee Stock Option (Right to Buy)	(6)	07/15/2031	Common Stock ⁽¹⁾ 71,670	22.2	D	
Employee Stock Option (Right to Buy)	(7)	02/08/2032	Common Stock ⁽¹⁾ 25,000	19.25	D	
Employee Stock Option (Right to Buy)	(8)	03/07/2033	Common Stock ⁽¹⁾ 40,000	10.4	D	

Explanation of Responses:

- Each share of Common Stock shall be reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- Certain of these securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's Common Stock, subject to the applicable vesting schedule and conditions.
- The shares are held by Flat Tops Ventures, LLC, which is 1% owned by the Reporting Person and 99% owned by the Swanson 2021 Irrevocable Trust for the benefit of the Reporting Person's children.
- All of the shares subject to the option are fully vested and exercisable as of the date hereof.
- 1/48th of the shares subject to the option vested on January 8, 2021 and 1/48th of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.
- 1/48th of the shares subject to the option vested on August 15, 2021 and 1/48th of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.
- 1/36th of the shares subject to the option vested on February 3, 2022 and 1/36th of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.
- 1/48th of the shares subject to the option vested on February 16, 2023 and 1/48th of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ David Shapiro, by power of attorney 04/17/2024

** 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 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.

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an officer or director of **Ibotta, Inc.** (the “**Corporation**”), hereby constitutes and appoints David Shapiro, Sunit Patel and Jared Chomko, each the undersigned’s true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Form ID, Forms 3, 4 and 5 and other forms as such attorney shall in his or her discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended, Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned’s ownership, acquisition or disposition of securities of the Corporation, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Corporation and such other person or agency as the attorney shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Corporation assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 144, and/or Forms 3, 4 and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Corporation unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed as of the date set forth below.

Signature: /s/ Luke Swanson

Print Name: Luke Swanson

Dated: March 20, 2024

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