

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ 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>Donahue Richard I.</u> (Last) (First) (Middle) <u>C/O IBOTTA, INC.</u> <u>1801 CALIFORNIA STREET, SUITE 400</u> (Street) <u>DENVER</u> <u>CO</u> <u>80202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ibotta, Inc. [IBTA]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/22/2024</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. 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 MARKETING OFFICER</u> 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
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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⁾		148,491	D	(1)	0	D	
Class A Common Stock	04/22/2024		J ⁽¹⁾		148,491	A	(1)	148,491 ⁽²⁾	D	
Class A Common Stock	04/22/2024		S ⁽³⁾		40,000	D	\$88	108,491 ⁽²⁾	D	

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				
Employee Stock Option (right to buy)	\$5.05	04/22/2024		J ⁽¹⁾			1,833	(4)	01/25/2028	Common Stock	1,833	(1)	0	D	
Employee Stock Option (right to buy)	\$5.05	04/22/2024		J ⁽¹⁾		1,833		(4)	01/25/2028	Class A Common Stock	1,833	(1)	1,833	D	
Employee Stock Option (right to buy)	\$5.35	04/22/2024		J ⁽¹⁾			4,333	(4)	07/30/2028	Common Stock	4,333	(1)	0	D	
Employee Stock Option (right to buy)	\$5.35	04/22/2024		J ⁽¹⁾		4,333		(4)	07/30/2028	Class A Common Stock	4,333	(1)	4,333	D	
Employee Stock Option (right to buy)	\$5.35	04/22/2024		J ⁽¹⁾			14,834	(4)	11/13/2028	Common Stock	14,834	(1)	0	D	
Employee Stock Option (right to buy)	\$5.35	04/22/2024		J ⁽¹⁾		14,834		(4)	11/13/2028	Class A Common Stock	14,834	(1)	14,834	D	
Employee Stock Option (right to buy)	\$12.75	04/22/2024		J ⁽¹⁾			20,000	(4)	12/11/2029	Common Stock	20,000	(1)	0	D	
Employee Stock Option (right to buy)	\$12.75	04/22/2024		J ⁽¹⁾		20,000		(4)	12/11/2029	Class A Common Stock	20,000	(1)	20,000	D	
Employee Stock Option (right to buy)	\$8.3	04/22/2024		J ⁽¹⁾			45,000	(5)	12/08/2030	Common Stock	45,000	(1)	0	D	
Employee Stock Option (right to buy)	\$8.3	04/22/2024		J ⁽¹⁾		45,000		(5)	12/08/2030	Class A Common Stock	45,000	(1)	45,000	D	
Employee Stock Option (right to buy)	\$22.2	04/22/2024		J ⁽¹⁾			36,780	(6)	07/15/2031	Common Stock	36,780	(1)	0	D	
Employee Stock Option (right to buy)	\$22.2	04/22/2024		J ⁽¹⁾		36,780		(6)	07/15/2031	Class A Common	36,780	(1)	36,780	D	

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				
buy)										Stock					
Employee Stock Option (right to buy)	\$19.25	04/22/2024		J ⁽¹⁾			20,000	(7)	02/08/2032	Common Stock	20,000	(1)	0	D	
Employee Stock Option (right to buy)	\$19.25	04/22/2024		J ⁽¹⁾		20,000		(7)	02/08/2032	Class A Common Stock	20,000	(1)	20,000	D	
Employee Stock Option (right to buy)	\$10.4	04/22/2024		J ⁽¹⁾			25,000	(8)	03/07/2033	Common Stock	25,000	(1)	0	D	
Employee Stock Option (right to buy)	\$10.4	04/22/2024		J ⁽¹⁾		25,000		(8)	03/07/2033	Class A Common Stock	25,000	(1)	25,000	D	

Explanation of Responses:

- Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock was automatically 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 (the "IPO").
- Certain of these securities are restricted stock units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock, subject to the applicable vesting schedule and conditions of each RSU.
- 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, the Reporting Person sold 40,000 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.
- 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.

/s/ David Shapiro, by power of attorney. 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.