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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>DOSH AMIT</u> (Last) (First) (Middle) C/O IBOTTA, INC. 1801 CALIFORNIA STREET, SUITE 400 (Street) DENVER CO 80202 (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) <input checked="" type="checkbox"/> Director 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)	

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⁾		4,545	D	(1)	0	D	
Class A Common Stock	04/22/2024		J ⁽¹⁾		4,545	A	(1)	4,545 ⁽²⁾	D	
Common Stock	04/22/2024		C		33,783	A	(3)	33,783	D	
Common Stock	04/22/2024		C		252,748	A	(4)	252,748	I	See footnote ⁽⁵⁾
Common Stock	04/22/2024		J ⁽¹⁾		33,783	D	(1)	0	D	
Common Stock	04/22/2024		J ⁽¹⁾		252,748	D	(1)	0	I	See footnote ⁽⁶⁾
Class A Common Stock	04/22/2024		J ⁽¹⁾		33,783	A	(1)	38,328 ⁽⁷⁾	D	
Class A Common Stock	04/22/2024		J ⁽¹⁾		252,748	A	(1)	252,748	I	See footnote ⁽⁶⁾
Class A Common Stock	04/22/2024		S ⁽⁸⁾		52,748	D	\$88	200,000	I	See footnote ⁽⁶⁾

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
Series Seed Preferred Stock	(3)	04/22/2024		C			33,783	(3)	(3)	Common Stock	33,783	(3)	0	D	
Series C-1 Preferred Stock	(4)	04/22/2024		C			252,748	(4)	(4)	Common Stock	252,748	(4)	0	I	See footnote ⁽⁶⁾

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").
- 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.
- Each share of Series Seed Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- Each share of Series C-1 Preferred Stock shall automatically convert into Common Stock on a 1:1 basis immediately prior to the completion of the IPO and has no expiration date.
- The shares are held by Harbor Spring Master Fund, LP ("Harbor Spring Master Fund"). Harbor Spring Capital, LLC is the Investment Manager of Harbor Spring Master Fund. The Reporting Person is the Managing Partner of Harbor Spring Capital, LLC. Each of Harbor Spring Master Fund, Harbor Spring Capital, LLC and the Reporting Person may be deemed to beneficially own the securities held by Harbor Spring Master Fund.
- The shares are held by Harbor Spring Master Fund.
- Certain of these securities are 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, Harbor Spring Master Fund sold 52,748 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.

/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.