

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>Lehrman Thomas D</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		359,003	A	(3)(4)(5)(6)	359,003	D	
Common Stock	04/22/2024		c		172,265	A	(5)	172,265	I	See footnote ⁽⁷⁾
Common Stock	04/22/2024		c		235,452	A	(5)(6)	235,452	I	See footnote ⁽⁸⁾
Common Stock	04/22/2024		c		267,046	A	(5)(6)	267,046	I	See footnote ⁽⁹⁾
Common Stock	04/22/2024		j ⁽¹⁾		359,003	D	(1)	0	D	
Common Stock	04/22/2024		j ⁽¹⁾		172,265	D	(1)	0	I	See footnote ⁽¹⁰⁾
Common Stock	04/22/2024		j ⁽¹⁾		235,452	D	(1)	0	I	See footnote ⁽¹¹⁾
Common Stock	04/22/2024		j ⁽¹⁾		267,046	D	(1)	0	I	See footnote ⁽¹²⁾
Class A Common Stock	04/22/2024		j ⁽¹⁾		359,003	A	(1)	363,548 ⁽¹³⁾	D	
Class A Common Stock	04/22/2024		j ⁽¹⁾		172,265	A	(1)	172,265	I	See footnote ⁽¹⁰⁾
Class A Common Stock	04/22/2024		j ⁽¹⁾		235,452	A	(1)	235,452	I	See footnote ⁽¹¹⁾
Class A Common Stock	04/22/2024		j ⁽¹⁾		267,046	A	(1)	267,046	I	See footnote ⁽¹²⁾
Class A Common Stock	04/22/2024		s ⁽¹⁴⁾		89,751	D	\$88	273,797 ⁽¹³⁾	D	
Class A Common Stock	04/22/2024		s ⁽¹⁴⁾		43,066	D	\$88	129,199	I	See footnote ⁽¹⁰⁾
Class A Common Stock	04/22/2024		s ⁽¹⁴⁾		58,863	D	\$88	176,589	I	See footnote ⁽¹¹⁾
Class A Common Stock	04/22/2024		s ⁽¹⁴⁾		66,761	D	\$88	200,285	I	See footnote ⁽¹²⁾

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				
Series Seed Preferred Stock	(3)	04/22/2024		C			67,567	(3)	(3)	Common Stock	67,567	(3)	0	D	
Series A Preferred Stock	(4)	04/22/2024		C			24,390	(4)	(4)	Common Stock	24,390	(4)	0	D	
Series C Preferred Stock	(5)	04/22/2024		C			172,265	(5)	(5)	Common Stock	172,265	(5)	0	D	
Series C-1 Preferred Stock	(6)	04/22/2024		C			94,781	(6)	(6)	Common Stock	94,781	(6)	0	D	
Series C Preferred Stock	(5)	04/22/2024		C			172,265	(5)	(5)	Common Stock	172,265	(5)	0	I	See footnote ⁽⁷⁾
Series C Preferred Stock	(5)	04/22/2024		C			172,265	(5)	(5)	Common Stock	172,265	(5)	0	I	See footnote ⁽⁸⁾
Series C Preferred Stock	(5)	04/22/2024		C			172,265	(5)	(5)	Common Stock	172,265	(5)	0	I	See footnote ⁽⁹⁾
Series C-1 Preferred Stock	(6)	04/22/2024		C			63,187	(6)	(6)	Common Stock	63,187	(6)	0	I	See footnote ⁽⁸⁾
Series C-1 Preferred Stock	(6)	04/22/2024		C			94,781	(6)	(6)	Common Stock	94,781	(6)	0	I	See footnote ⁽⁹⁾

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 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 A 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 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 automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the IPO and had no expiration date.
- The shares are held by Four Ways, LLC, of which the Reporting Person is a member and has voting and investment control ("Four Ways, LLC").
- The shares are held by Haystack Partners I LP, of which the Reporting Person is a partner and has voting and investment control ("Haystack Partners I LP").
- The shares are held by LFP 2, LLC, of which the Reporting Person is a member and has voting and investment control ("LFP 2, LLC").
- The shares are held by Four Ways, LLC.
- The shares are held by Haystack Partners I LP.
- The shares are held by LFP 2, LLC.
- 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, each of (i) the Reporting Person sold 89,751 shares of Class A Common Stock of the Issuer, (ii) Four Ways, LLC sold 43,066 shares of Class A Common Stock of the Issuer, (iii) Haystack Partners I LP sold 58,863 shares of Class A Common Stock of the Issuer, and (iv) LFP 2, LLC sold 66,761 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.

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