

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Sheppard Valarie L</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 <sup>(1)</sup>		4,545	D	(1)	0	D	
Class A Common Stock	04/22/2024		J <sup>(1)</sup>		4,545	A	(1)	4,545 <sup>(2)</sup>	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				
Stock Option (right to buy)	\$22.2	04/22/2024		J <sup>(1)</sup>			25,810	(3)	11/17/2031	Common Stock	25,810	(1)	0	D	
Stock Option (right to buy)	\$22.2	04/22/2024		J <sup>(1)</sup>		25,810		(3)	11/17/2031	Class A Common Stock	25,810	(1)	25,810	D	
Stock Option (right to buy)	\$10.4	04/22/2024		J <sup>(1)</sup>		15,000		(4)	05/26/2033	Common Stock	15,000	(1)	0	D	
Stock Option (right to buy)	\$10.4	04/22/2024		J <sup>(1)</sup>		15,000		(4)	05/26/2033	Class A Common Stock	15,000	(1)	15,000	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.
- 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.
- 1/48th of the shares subject to the option vested on September 3, 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 June 26, 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.