

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).

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.

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>SONSINI LARRY W</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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⁾		64,545	D	(1)	0	D	
Class A Common Stock	04/22/2024		J ⁽¹⁾		64,545	A	(1)	64,545 ⁽²⁾	D	
Common Stock	04/22/2024		C		191,270	A	(3)	191,270	I	See footnote ⁽⁴⁾
Common Stock	04/22/2024		C		24,390	A	(5)	24,390	I	See footnote ⁽⁶⁾
Common Stock	04/22/2024		C		6,459	A	(7)	6,459	I	See footnote ⁽⁸⁾
Common Stock	04/22/2024		C		2,153	A	(7)	2,153	I	See footnote ⁽⁹⁾
Common Stock	04/22/2024		C		12,638	A	(10)	12,638	I	See footnote ⁽¹¹⁾
Common Stock	04/22/2024		J ⁽¹⁾		191,270	D	(1)	0	I	See footnote ⁽⁴⁾
Common Stock	04/22/2024		J ⁽¹⁾		24,390	D	(1)	0	I	See footnote ⁽⁶⁾
Common Stock	04/22/2024		J ⁽¹⁾		6,459	D	(1)	0	I	See footnote ⁽⁸⁾
Common Stock	04/22/2024		J ⁽¹⁾		2,153	D	(1)	0	I	See footnote ⁽⁹⁾
Common Stock	04/22/2024		J ⁽¹⁾		12,638	D	(1)	0	I	See footnote ⁽¹¹⁾
Class A Common Stock	04/22/2024		J ⁽¹⁾		191,270	A	(1)	191,270	I	See footnote ⁽⁴⁾
Class A Common Stock	04/22/2024		J ⁽¹⁾		24,390	A	(1)	24,390	I	See footnote ⁽⁶⁾
Class A Common Stock	04/22/2024		J ⁽¹⁾		6,459	A	(1)	6,459	I	See footnote ⁽⁸⁾
Class A Common Stock	04/22/2024		J ⁽¹⁾		2,153	A	(1)	2,153	I	See footnote ⁽⁹⁾
Class A Common Stock	04/22/2024		J ⁽¹⁾		12,638	A	(1)	12,638	I	See footnote ⁽¹¹⁾
Class A Common Stock	04/22/2024		C		1,569	A	\$63.8	1,569	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			191,270	(3)	(3)	Common Stock	191,270	(3)	0	I	See footnote ⁽⁴⁾
Series A Preferred Stock	(5)	04/22/2024		C			24,390	(5)	(5)	Common Stock	24,390	(5)	0	I	See footnote ⁽⁶⁾
Series C Preferred Stock	(7)	04/22/2024		C			6,459	(7)	(7)	Common Stock	6,459	(7)	0	I	See footnote ⁽⁸⁾
Series C Preferred Stock	(7)	04/22/2024		C			2,153	(7)	(7)	Common Stock	2,153	(7)	0	I	See footnote ⁽⁹⁾
Series C-1 Preferred Stock	(10)	04/22/2024		C			12,638	(10)	(10)	Common Stock	12,638	(10)	0	I	See footnote ⁽¹¹⁾
Convertible Promissory Note	\$63.8 ⁽¹³⁾	04/22/2024		C			1,569	(13)	(13)	Class A Common Stock	1,569	(13)	0	I	See footnote ⁽¹²⁾

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.
- 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.
- The shares are held by WS Investment Company LLC (2011A), of which the Reporting Person is a member and has voting and investment control.
- 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.
- The shares are held by WS Investment Company, LLC (2013A), of which the Reporting Person is a member and has voting and investment control.
- 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.
- The shares are held by WS Investment Company, LLC (2015A), of which the Reporting Person is a member and has voting and investment control.
- The shares are held by WS Investment Company, LLC (2015C), of which the Reporting Person is a member and has voting and investment control.
- 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 WS Investment Company, LLC (2017A), of which the Reporting Person is a member and has voting and investment control.
- The shares are held by WS Investment Company, LLC (22A), of which the Reporting Person is a member and has voting and investment control.
- The principal amount of the Convertible Promissory Note (together with accrued interest thereon) automatically converted into shares of Class A Common Stock at a conversion price equal to \$63.80. The Convertible Promissory Note has a maturity date of March 24, 2027. The treatment of the Convertible Promissory Note in the IPO was exempt pursuant to Rule 16b-6 and Rule 16b-3.

/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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