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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>Leach Bryan</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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO AND PRESIDENT
	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⁾		3,153,048	D	(1)	0	D	
Common Stock	04/22/2024		j ⁽¹⁾		405,000	D	(1)	0	I	See footnote ⁽²⁾
Common Stock	04/22/2024		j ⁽¹⁾		45,000	D	(1)	0	I	See footnote ⁽³⁾
Common Stock	04/22/2024		j ⁽¹⁾		405,000	D	(1)	0	I	See footnote ⁽⁴⁾
Common Stock	04/22/2024		j ⁽¹⁾		45,000	D	(1)	0	I	See footnote ⁽⁵⁾
Class A Common Stock	04/22/2024		j ⁽¹⁾		3,153,048	A	(1)	3,153,048 ⁽⁶⁾	D	
Class A Common Stock	04/22/2024		j ⁽¹⁾		405,000	A	(1)	405,000	I	See footnote ⁽²⁾
Class A Common Stock	04/22/2024		j ⁽¹⁾		45,000	A	(1)	45,000	I	See footnote ⁽³⁾
Class A Common Stock	04/22/2024		j ⁽¹⁾		405,000	A	(1)	405,000	I	See footnote ⁽⁴⁾
Class A Common Stock	04/22/2024		j ⁽¹⁾		45,000	A	(1)	45,000	I	See footnote ⁽⁵⁾
Class A Common Stock	04/22/2024		j ⁽⁷⁾		2,768,427	D	(7)	384,621 ⁽⁸⁾	D	
Class A Common Stock	04/22/2024		j ⁽⁷⁾		405,000	D	(7)	0	I	See footnote ⁽²⁾
Class A Common Stock	04/22/2024		j ⁽⁷⁾		45,000	D	(7)	0	I	See footnote ⁽³⁾
Class A Common Stock	04/22/2024		j ⁽⁷⁾		405,000	D	(7)	0	I	See footnote ⁽⁴⁾
Class A Common Stock	04/22/2024		j ⁽⁷⁾		45,000	D	(7)	0	I	See footnote ⁽⁵⁾

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					

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				
Class B Common Stock	(9)	04/22/2024		J ⁽⁷⁾		2,768,427		(9)	(9)	Class A Common Stock	2,768,427	(7)	2,768,427	D	
Class B Common Stock	(9)	04/22/2024		J ⁽⁷⁾		405,000		(9)	(9)	Class A Common Stock	405,000	(7)	405,000	I	See footnote ⁽²⁾
Class B Common Stock	(9)	04/22/2024		J ⁽⁷⁾		45,000		(9)	(9)	Class A Common Stock	45,000	(7)	45,000	I	See footnote ⁽³⁾
Class B Common Stock	(9)	04/22/2024		J ⁽⁷⁾		405,000		(9)	(9)	Class A Common Stock	405,000	(7)	405,000	I	See footnote ⁽⁴⁾
Class B Common Stock	(9)	04/22/2024		J ⁽⁷⁾		45,000		(9)	(9)	Class A Common Stock	45,000	(7)	45,000	I	See footnote ⁽⁵⁾
Class B Common Stock	(9)	04/22/2024		S ⁽¹⁰⁾			450,003	(9)	(9)	Class A Common Stock	450,003	(7)	2,318,424	D	
Class B Common Stock	(9)	04/22/2024		S ⁽¹⁰⁾			40,500	(9)	(9)	Class A Common Stock	40,500	(7)	364,500	I	See footnote ⁽¹¹⁾
Class B Common Stock	(9)	04/22/2024		S ⁽¹⁰⁾			40,500	(9)	(9)	Class A Common Stock	40,500	(7)	364,500	I	See footnote ⁽¹²⁾
Employee Stock Option (right to buy)	\$3.99	04/22/2024		J ⁽¹⁾			212,000	(13)	01/16/2027	Common Stock	212,000	(1)	0	D	
Employee Stock Option (right to buy)	\$3.99	04/22/2024		J ⁽¹⁾		212,000		(13)	01/16/2027	Class A Common Stock	212,000	(1)	212,000	D	
Employee Stock Option (right to buy)	\$5.05	04/22/2024		J ⁽¹⁾			30,000	(13)	01/25/2028	Common Stock	30,000	(1)	0	D	
Employee Stock Option (right to buy)	\$5.05	04/22/2024		J ⁽¹⁾		30,000		(13)	01/25/2028	Class A Common Stock	30,000	(1)	30,000	D	
Employee Stock Option (right to buy)	\$5.35	04/22/2024		J ⁽¹⁾			50,000	(13)	11/13/2028	Common Stock	50,000	(1)	0	D	
Employee Stock Option (right to buy)	\$5.35	04/22/2024		J ⁽¹⁾		50,000		(13)	11/13/2028	Class A Common Stock	50,000	(1)	50,000	D	
Employee Stock Option (right to buy)	\$12.75	04/22/2024		J ⁽¹⁾			50,000	(13)	12/11/2029	Common Stock	50,000	(1)	0	D	
Employee Stock Option (right to buy)	\$12.75	04/22/2024		J ⁽¹⁾		50,000		(13)	12/11/2029	Class A Common Stock	50,000	(1)	50,000	D	
Employee Stock Option (right to buy)	\$8.3	04/22/2024		J ⁽¹⁾			250,000	(14)	12/08/2030	Common Stock	250,000	(1)	0	D	
Employee Stock Option (right to buy)	\$8.3	04/22/2024		J ⁽¹⁾		250,000		(14)	12/08/2030	Class A Common Stock	250,000	(1)	250,000	D	
Employee Stock Option (right to buy)	\$22.2	04/22/2024		J ⁽¹⁾			176,471	(15)	07/15/2031	Common Stock	176,471	(1)	0	D	
Employee Stock Option (right to buy)	\$22.2	04/22/2024		J ⁽¹⁾		176,471		(15)	07/15/2031	Class A Common Stock	176,471	(1)	176,471	D	
Employee Stock Option (right to buy)	\$22.2	04/22/2024		J ⁽¹⁾			176,471	(16)	07/15/2031	Common Stock	176,471	(1)	0	D	
Employee Stock Option (right to buy)	\$22.2	04/22/2024		J ⁽¹⁾		176,471		(16)	07/15/2031	Class A Common Stock	176,471	(1)	176,471	D	
Employee Stock Option (right to buy)	\$19.25	04/22/2024		J ⁽¹⁾			25,000	(17)	02/08/2032	Common Stock	25,000	(1)	0	D	
Employee Stock Option (right to buy)	\$19.25	04/22/2024		J ⁽¹⁾		25,000		(17)	02/08/2032	Class A Common Stock	25,000	(1)	25,000	D	
Employee Stock Option (right to buy)	\$10.4	04/22/2024		J ⁽¹⁾			60,000	(18)	03/07/2033	Common Stock	60,000	(1)	0	D	
Employee Stock Option (right to buy)	\$10.4	04/22/2024		J ⁽¹⁾		60,000		(18)	03/07/2033	Class A Common Stock	60,000	(1)	60,000	D	

Explanation of Responses:

1. 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").

2. By Spouse as Trustee for the Elysian 2021 Legacy Trust u/a/d May 11, 2021 (the "Elysian 2021 Legacy Trust").
3. By Spouse as Trustee for the Elysian 2024 GST Trust u/a/d March 20, 2024.
4. By Spouse as Trustee for the Orion 2021 Legacy Trust u/a/d May 11, 2021 (the "Orion 2021 Legacy Trust").
5. By Spouse as Trustee for the Orion 2024 GST Trust u/a/d March 20, 2024.
6. Certain of these securities are restricted stock units ("RSUs") and performance stock units ("PSUs"). Each RSU and PSU 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 and PSU.
7. Following the reclassification of Common Stock into Class A Common Stock, certain shares of Class A Common Stock were exchanged at a 1:1 ratio for shares of Class B Common Stock in a transaction previously approved by the Issuer's board of directors.
8. These securities are RSUs and PSUs. Each RSU and PSU 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 and PSU.
9. Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.
10. 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) Bryan Leach sold 450,003 shares of Class B Common Stock of the Issuer, (ii) the Elysian 2021 Legacy Trust sold 40,500 shares of Class B Common Stock of the Issuer, and (iii) the Orion 2021 Legacy Trust sold 40,500 shares of Class B Common Stock of the Issuer to the Underwriters at a per share sale price of \$88.00. Each such share of Class B Common Stock automatically converted into one share of Class A Common Stock immediately following such sales to the Underwriters. The per share sale price reported in this Form 4 does not reflect underwriting discounts.
11. The shares are held by the Elysian 2021 Legacy Trust.
12. The shares are held by the Orion 2021 Legacy Trust.
13. All of the shares subject to the option are fully vested and exercisable as of the date hereof.
14. 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..
15. 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.
16. 1/48th of the shares subject to the option vested on August 15, 2022 and 1/48th of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.
17. 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.
18. 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.

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