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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>Clark Jermoluk Founders Fund I LLC</u> (Last) (First) (Middle) EISNERAMPER ADVISORY GROUP, LLC 505 S. FLAGER DR. SUITE 900 (Street) WEST PALM BEACH FL 33401 (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 04/22/2024	

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		C		5,762,457	A	(1)(2)(3)	5,762,457 ⁽⁴⁾	D	
Common Stock	04/22/2024		J ⁽⁵⁾		5,762,457	D	(5)	0 ⁽⁴⁾	D	
Class A Common Stock	04/22/2024		J ⁽⁵⁾		5,762,457	A	(5)	5,762,457 ⁽⁴⁾	D	
Class A Common Stock	04/22/2024		P		568,181	A	\$88	568,181 ⁽⁶⁾	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	Amount or Number of Shares				
Series B Preferred Stock	(1)	04/22/2024		C		3,520,804		(1)	(1)	Common Stock	3,520,804	(1)	0	D	
Series C Preferred Stock	(2)	04/22/2024		C		1,862,545		(2)	(2)	Common Stock	1,862,545	(2)	0	D	
Series C-1 Preferred Stock	(3)	04/22/2024		C		379,108		(3)	(3)	Common Stock	379,108	(3)	0	D	

1. Name and Address of Reporting Person*
Clark Jermoluk Founders Fund I LLC
 (Last) (First) (Middle)
 EISNERAMPER ADVISORY GROUP, LLC
 505 S. FLAGER DR. SUITE 900
 (Street)
 WEST PALM BEACH FL 33401
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CLARK JAMES H
 (Last) (First) (Middle)
 EISNERAMPER ADVISORY GROUP, LLC
 505 S. FLAGER DR. SUITE 900

(Street)		
WEST PALM BEACH	FL	33401
(City)	(State)	(Zip)

Explanation of Responses:

1. Each share of Series B Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock (the "IPO") and had no expiration date.
2. 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.
3. 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.
4. The shares are held by Clark Jermoluk Founders Fund I LLC, which is 95% owned by the JHC Family 2016 Trust (the "JHC Trust"). The JHC Trust is an entity controlled by James H. Clark.
5. 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 IPO.
6. The shares are held by Monaco Partners, L.P. ("Monaco Partners"). The general partner of Monaco Partners is Clark Ventures, which is wholly owned by the JHC Trust. The JHC Trust is an entity controlled by James H. Clark.

/s/ James H. Clark

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.