

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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).

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>Clark Jermoluk Founders Fund I LLC</u> (Last) (First) (Middle) <u>EISNERAMPER ADVISORY GROUP, LLC</u> <u>505 S. FLAGER DR., SUITE 900</u> (Street) <u>WEST PALM BEACH</u> <u>FL</u> <u>33401</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>06/05/2025</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
--	--	---

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			
Class A Common Stock	06/05/2025		S		4,900	D	\$48.4651 ⁽¹⁾	500,341	I	See footnote ⁽²⁾
Class A Common Stock	06/05/2025		S		100	D	\$48.96	500,241	I	See footnote ⁽²⁾
Class A Common Stock	06/06/2025		S		1,567	D	\$48.932 ⁽³⁾	498,674	I	See footnote ⁽²⁾
Class A Common Stock	06/06/2025		S		3,433	D	\$49.8437 ⁽⁴⁾	495,241	I	See footnote ⁽²⁾
Class A Common Stock								5,419,810	D ⁽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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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

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

Explanation of Responses:

1. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.90 to \$48.85 per share. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
2. 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 Family 2016 Trust (the "JHC Trust"). The JHC Trust is an entity controlled by James H. Clark. Mr. Clark disclaims beneficial ownership of the shares held by Monaco Partners, except to the extent of his pecuniary interest therein.
3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.41 to \$49.40 per share. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.42 to \$50.00 per share. The Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
5. The shares are held by Clark Jermoluk Founders Fund I LLC, which is 95% owned by the JHC Trust. Mr. Clark disclaims beneficial ownership of the shares held by Clark Jermoluk Founders Fund I LLC, except to the extent of his pecuniary interest therein.

/s/ Louis M. Cohen, Manager of
Clark Jermoluk Founders Fund I
LLC

06/09/2025

/s/ James H. Clark

06/09/2025

** 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.