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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>El Tabib Amir</u>			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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Business Dev. Officer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/23/2024</u>			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			
C/O IBOTTA, INC. 1801 CALIFORNIA STREET, SUITE 400			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
DENVER	CO	80202							

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	07/23/2024		M		556 ⁽¹⁾	A	\$19.25	94,209 ⁽²⁾	D	
Class A Common Stock	07/23/2024		M		1 ⁽¹⁾	A	\$10.4	94,210 ⁽²⁾	D	
Class A Common Stock	07/23/2024		M		1,279 ⁽¹⁾	A	\$25.64	95,489 ⁽²⁾	D	
Class A Common Stock	07/23/2024		M		417 ⁽¹⁾	A	\$10.4	95,906 ⁽²⁾	D	
Class A Common Stock	07/23/2024		M		4,200 ⁽¹⁾	A	\$22.2	100,106 ⁽²⁾	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						Amount or Number of Shares
Employee Stock Option (right to buy)	\$19.25	07/23/2024		M		556		(3)	08/02/2032	Class A Common Stock	556	\$0	833	D	
Employee Stock Option (right to buy)	\$10.4	07/23/2024		M		1		(4)	03/07/2033	Class A Common Stock	1	\$0	3,542	D	
Employee Stock Option (right to buy)	\$25.64	07/23/2024		M		1,279		(5)	12/05/2033	Class A Common Stock	1,279	\$0	74,748	D	
Employee Stock Option (right to buy)	\$10.4	07/23/2024		M		417		(4)	03/07/2033	Class A Common Stock	417	\$0	3,125	D	
Employee Stock Option (right to buy)	\$22.2	07/23/2024		M		4,200		(6)	07/15/2031	Class A Common Stock	4,200	\$0	43,575	D	

Explanation of Responses:

- The shares acquired upon exercise of the stock option may be transferred only in accordance with the terms of a lock-up agreement entered into between the Reporting Person and the Issuer in connection with the Issuer's initial public offering of Class A Common Stock in April 2024.
- 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.
- This option, originally for 5,000 shares of Common Stock, vested as to 1/36th of the shares 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.
- This option, originally for 5,000 shares of Common Stock, vested as to 1/48th of the shares 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.
- This option, originally for 82,500 shares of Common Stock, vested as to 1/48th of the shares on December 10, 2023 and 1/48th of the shares vest monthly thereafter, subject to the Reporting Person's continued service through each vesting date.
- This option, originally for 47,775 shares of Common Stock, vested as to 1/48th of the shares 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.

Remarks:

/s/ David T. Shapiro, by power of attorney. 07/29/2024

** 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.