

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>Lehrman Thomas D</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>11/21/2024</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			
Class A Common Stock	11/21/2024		S		324	D	\$63.749 <sup>(1)</sup>	67,182	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/21/2024		S		1,947	D	\$64.4727 <sup>(3)</sup>	65,235	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/21/2024		S		5,309	D	\$65.7182 <sup>(4)</sup>	59,926	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/21/2024		S		15,461	D	\$66.4723 <sup>(5)</sup>	44,465	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/21/2024		S		9,894	D	\$67.6391 <sup>(6)</sup>	34,571	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/22/2024		S		3,696	D	\$67.3573 <sup>(7)</sup>	30,875	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/22/2024		S		15,666	D	\$68.0803 <sup>(8)</sup>	15,209	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/22/2024		S		5,178	D	\$68.928 <sup>(9)</sup>	10,031	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/22/2024		S		8,204	D	\$70.0336 <sup>(10)</sup>	1,827	I	See footnote <sup>(2)</sup>
Class A Common Stock	11/22/2024		S		1,827	D	\$70.6303 <sup>(11)</sup>	0	I	See footnote <sup>(2)</sup>
Class A Common Stock								200,285	I	See footnote <sup>(12)</sup>
Class A Common Stock								219,947 <sup>(13)</sup>	D	
Class A Common Stock								129,199	I	See footnote <sup>(14)</sup>

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				

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 \$63.00 to \$63.9557 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 Teamworthy Ventures I LP, formerly known as Haystack Partners I LP, of which the Reporting Person is a partner and has voting and investment control.
3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$64.02 to \$64.8302 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 \$65.0697 to \$66.0473 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.08 to \$66.6176 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.
6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.25 to \$68.1 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.
7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.53 to \$67.51 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.
8. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.54 to \$68.5355 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.
9. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$68.5408 to \$69.5381 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.
10. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$69.5468 to \$70.5047 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.
11. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.56 to \$70.65 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.
12. The shares are held by LFP 2, LLC, of which the Reporting Person is a member and has voting and investment control.
13. 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.
14. The shares are held by Four Ways, LLC, of which the Reporting Person is a member and has voting and investment control.

**Remarks:**

/s/ David T. Shapiro, by power of attorney. 11/25/2024

\*\* 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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