

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>SONSINI LARRY W</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
(Last) (First) (Middle) <u>C/O IBOTTA, INC.</u> <u>1801 CALIFORNIA STREET, SUITE 400</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>11/29/2024</u>			
(Street) <u>DENVER</u> <u>CO</u> <u>80202</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		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	
(City) (State) (Zip)						

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	11/29/2024		J ⁽¹⁾		191,270	D	\$0	0	I	See footnote ⁽²⁾
Class A Common Stock	11/29/2024		J ⁽³⁾		24,390	D	\$0	0	I	See footnote ⁽⁴⁾
Class A Common Stock	11/29/2024		J ⁽⁵⁾		6,459	D	\$0	0	I	See footnote ⁽⁶⁾
Class A Common Stock	11/29/2024		J ⁽⁷⁾		2,153	D	\$0	0	I	See footnote ⁽⁸⁾
Class A Common Stock	11/29/2024		J ⁽⁹⁾		12,638	D	\$0	0	I	See footnote ⁽¹⁰⁾
Class A Common Stock	11/29/2024		J ⁽¹¹⁾		1,569	D	\$0	0	I	See footnote ⁽¹²⁾
Class A Common Stock								94,797 ⁽¹³⁾⁽¹⁴⁾⁽¹⁵⁾	D	
Class A Common Stock								1,569	I	See footnote ⁽¹⁶⁾

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. These shares were distributed by WS Investment Company LLC (2011A) to its members on a pro rata basis for no consideration.
2. These shares are held by WS Investment Company LLC (2011A), of which the Reporting Person is a member and has voting and investment control.
3. These shares were distributed by WS Investment Company LLC (2013A) to its members on a pro rata basis for no consideration.
4. The shares are held by WS Investment Company, LLC (2013A), of which the Reporting Person is a member and has voting and investment control.
5. These shares were distributed by WS Investment Company LLC (2015A) to its members on a pro rata basis for no consideration.
6. The shares are held by WS Investment Company, LLC (2015A), of which the Reporting Person is a member and has voting and investment control.
7. These shares were distributed by WS Investment Company LLC (2015C) to its members on a pro rata basis for no consideration.
8. The shares are held by WS Investment Company LLC (2015C), of which the Reporting Person is a member and has voting and investment control.
9. These shares were distributed by WS Investment Company LLC (2017A) to its members on a pro rata basis for no consideration.
10. The shares are held by WS Investment Company LLC (2017A), of which the Reporting Person is a member and has voting and investment control.
11. These shares were distributed by WS Investment Company LLC (22A) to its members on a pro rata basis for no consideration.
12. The shares are held by WS Investment Company, LLC (22A), of which the Reporting Person is a member and has voting and investment control.
13. The number of shares held reflects a total of 23,990 shares transferred to the Reporting Person from WS Investment Company LLC (2011A), WS Investment Company LLC (2013A), WS Investment Company LLC (2015A), WS Investment Company LLC (2015C), WS Investment Company LLC (2017A), and WS Investment Company LLC (22A)
14. The number of shares held reflects a total of 6,262 shares received by the Reporting Person pursuant to pro rata distributions from WS Investment Company LLC (2011A), WS Investment Company LLC (2013A), WS Investment Company LLC (2015A), WS Investment Company LLC (2017A), and WS Investment Company LLC (22A), of which the Reporting Person is a member. The acquisition of such shares was exempt pursuant to Rule 16a-9 of the Securities Exchange Act of 1934.

15. 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.

16. These shares are held by the Reporting Person's spouse.

Remarks:

/s/ David T. Shapiro, by power of attorney

** Signature of Reporting Person

12/03/2024

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.