

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>Donahue Richard I.</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) <u>CHIEF MARKETING OFFICER</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2025</u>			
C/O IBOTTA, INC. 1801 CALIFORNIA STREET, SUITE 400			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 <input type="checkbox"/> Form filed by More than One Reporting Person	
(Street)						
DENVER	CO	80202				
(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	01/28/2025		M <sup>(1)</sup>		2,600	A	\$8.3	217,566 <sup>(2)</sup>	D	
Class A Common Stock	01/28/2025		M <sup>(1)</sup>		17	A	\$10.4	217,583 <sup>(2)</sup>	D	
Class A Common Stock	01/28/2025		S <sup>(1)</sup>		2,617	D	\$75.0838 <sup>(3)</sup>	214,966 <sup>(2)</sup>	D	
Class A Common Stock	01/29/2025		M <sup>(1)</sup>		263	A	\$8.3	215,229 <sup>(2)</sup>	D	
Class A Common Stock	01/29/2025		M <sup>(1)</sup>		2	A	\$10.4	215,231 <sup>(2)</sup>	D	
Class A Common Stock	01/29/2025		S <sup>(1)</sup>		265	D	\$75.0038 <sup>(4)</sup>	214,966 <sup>(2)</sup>	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	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$8.3	01/28/2025		M <sup>(1)</sup>			2,600	(5)	12/08/2030	Class A Common Stock	2,600	\$0	8,331	D	
Employee Stock Option (right to buy)	\$10.4	01/28/2025		M <sup>(1)</sup>			17	(6)	03/07/2033	Class A Common Stock	17	\$0	24,131	D	
Employee Stock Option (right to buy)	\$8.3	01/29/2025		M <sup>(1)</sup>			263	(5)	12/08/2030	Class A Common Stock	263	\$0	8,068	D	
Employee Stock Option (right to buy)	\$10.4	01/29/2025		M <sup>(1)</sup>			2	(6)	03/07/2033	Class A Common Stock	2	\$0	24,129	D	

Explanation of Responses:

1. The transactions reflected on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on June 6, 2024.
2. 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.
3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$75.00 to \$75.370 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 of \$75.00 and \$75.01 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. All of the shares subject to the option are fully vested and exercisable as of the date hereof.
6. 1/48th of the shares subject to the option vested 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.

Remarks:

/s/ David Shapiro, by power of attorney 01/30/2025

\*\* 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.**