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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>Swanson Luke Roy</u>	2. Issuer Name and Ticker or Trading Symbol <u>Ibotta, Inc.</u> [IBTA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) CHIEF TECHNOLOGY OFFICER
(Last) (First) (Middle) C/O IBOTTA, INC. 1400 16TH STREET, SUITE 600	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2026	
(Street) DENVER CO 80202 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person 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	01/08/2026		A		265,722 ⁽¹⁾	A	\$0	521,108 ⁽²⁾	D	
Class A Common Stock								206,000	I	See footnote ⁽³⁾
Class A Common Stock								285,342	I	See footnote ⁽⁴⁾
Class A Common Stock								45,045	I	See footnote ⁽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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents the grant of Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of the Issuer's common stock upon settlement. 1/16th of the RSUs shall vest on March 2, 2026, and 1/16th of the RSUs shall vest on each Quarterly Vesting Date (as defined below) thereafter, in each case subject to the Reporting Person's continuous service through such vesting date. "Quarterly Vesting Date" means the first trading day on or after each of March 1, June 1, September 1, and December 1.

2. Certain of these securities are 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. These shares are held by Flat Tops 2024 Trust, of which Reporting Person's spouse is trustee, and Reporting Person's spouse and children are beneficiaries.

4. These shares are held by Reporting Person's spouse.

5. The shares are held by Flat Tops Ventures, LLC, which is 1% owned by the Reporting Person and 99% owned by the Swanson 2021 Irrevocable Trust for the benefit of the Reporting Person's children.

Remarks:

Exhibit 24 - Power of Attorney

/s/ David T. Shapiro, by power of
attorney 01/12/2026

** 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.

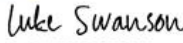
LIMITED POWER OF ATTORNEY – SECURITIES LAW COMPLIANCE

The undersigned, as an officer of Ibotta, Inc. (the “Company”), hereby constitutes and appoints David Shapiro and Matt Puckett, each the undersigned’s true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Form ID, Forms 3, 4 and 5 and other forms as such attorney shall in his discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933, as amended, Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned’s ownership, acquisition or disposition of securities of the Company, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Form 144, and/or Forms 3, 4 and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed as of the date set forth below.

Signature:	Signed by:  1641FC9B18FC4D7...
Print Name:	<u>Luke Swanson</u>
Dated:	<u>12/4/2025 17:17 MST</u>

