SEC Form 4

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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Swanson Luke Roy	Ibotta, Inc. [IBTA]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	CHIEF TECHNOLOGY OFFICER
C/O IBOTTA, INC.	11/02/2026	
1400 16TH STREET, SUITE 600	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
DENVER CO 80202		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	11/02/2026		S[1]		2,797	D	$48.9583[2]	428,436[3]	D	
Class A Common Stock	11/02/2026		S[1]		7,334	D	$49.8442[4]	421,102[3]	D	
Class A Common Stock	11/02/2026		S[1]		3,138	D	$48.8694[2]	223,245	I	See footnote[5]
Class A Common Stock	11/02/2026		S[1]		6,893	D	$49.8526[6]	216,352	I	See footnote[5]
Class A Common Stock	11/03/2026		S[1]		3,094	D	$59.9	418,008[3]	D	
Class A Common Stock	11/03/2026		S[1]		11,917	D	$60.3853[7]	204,435	I	See footnote[5]
Class A Common Stock	11/03/2026		S[1]		2,363	D	$61.2978[8]	202,072	I	See footnote[5]
Class A Common Stock	11/03/2026		S[1]		5,146	D	$62.7992[9]	196,926	I	See footnote[5]
Class A Common Stock	11/03/2026		S[1]		7,027	D	$63.7563[10]	189,899	I	See footnote[5]
Class A Common Stock	11/03/2026		S[1]		3,283	D	$64.6199[11]	186,616	I	See footnote[5]
Class A Common Stock	11/03/2026		S[1]		470	D	$65.8107[12]	186,146	I	See footnote[5]
Class A Common Stock								45,045	I	See footnote[13]
Class A Common Stock								202,000	I	See footnote[14]

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. The transactions reflected on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by the Reporting Person on March 6, 2026.

2. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $48.485 to $49.46 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.

3. 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.

4. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $49.545 to $50.27 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. These shares are held by Reporting Person's spouse.

6. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $49.50 to $50.09 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 $59.90 to $60.90 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 $60.91 to $61.91 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 $62.225 to $63.22 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 $63.24 to $64.19 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 $64.25 to $65.19 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $65.425 to $66.30 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.

13. 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.

14. 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.

Remarks:

/s/ David T. Shapiro, by power of attorney	11/04/2026
** 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.