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)
Leach Bryan	Ibotta, Inc. [IBTA]	X Director; X 10% Owner; X Officer (give title below); Other (specify below)
(Last) (First) (Middle) C/O IBOTTA, INC. 1400 16TH STREET, SUITE 600	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2026	CEO AND PRESIDENT
(Street) DENVER CO 80202	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	11/02/2026		M[1]		34,654	A	$12.75	858,540[2]	D	
Class A Common Stock	11/02/2026		M[1]		5,751	A	$8.3	864,291[2]	D	
Class A Common Stock	11/02/2026		S[1]		23,942	D	$49.0278[3]	840,349[2]	D	
Class A Common Stock	11/02/2026		S[1]		16,463	D	$49.8118[4]	823,886[2]	D	
Class A Common Stock	11/02/2026		C[1][5]		2,620	A	$0	2,620	I	See footnote[6]
Class A Common Stock	11/02/2026		S[1]		1,658	D	$49.0647[7]	962	I	See footnote[6]
Class A Common Stock	11/02/2026		S[1]		962	D	$49.8342[8]	0	I	See footnote[6]
Class A Common Stock	11/02/2026		C[1][9]		2,620	A	$0	2,620	I	See footnote[10]
Class A Common Stock	11/02/2026		S[1]		1,514	D	$49.008[3]	1,106	I	See footnote[10]
Class A Common Stock	11/02/2026		S[1]		1,106	D	$49.8116[4]	0	I	See footnote[10]
Class A Common Stock	11/03/2026		M[1]		4,529	A	$8.3	828,415[2]	D	
Class A Common Stock	11/03/2026		S[1]		662	D	$53.5966[11]	827,753[2]	D	
Class A Common Stock	11/03/2026		S[1]		2,738	D	$54.9119[12]	825,015[2]	D	
Class A Common Stock	11/03/2026		S[1]		1,129	D	$55.5643[13]	823,886[2]	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	$12.75	11/02/2026		M[1]			34,654	(14)	12/11/2029	Class A Common	34,654	$0	0	D	

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				
buy)										Stock					
Employee Stock Option (right to buy)	$8.3	11/02/2026		M[1]			5,751	(14)	12/08/2030	Class A Common Stock	5,751	$0	244,249	D	
Class B Common Stock	(15)	11/02/2026		C[1]			2,620	(15)	(15)	Class A Common Stock	2,620	$0	85,000	I	See footnote[10]
Class B Common Stock	(15)	11/02/2026		C[1]			2,620	(15)	(15)	Class A Common Stock	2,620	$0	85,000	I	See footnote[6]
Employee Stock Option (right to buy)	$8.3	11/03/2026		M[1]			4,529	(14)	12/08/2030	Class A Common Stock	4,529	$0	239,720	D	
Class B Common Stock	(15)							(15)	(15)	Class A Common Stock	2,208,424		2,208,424	D	
Class B Common Stock	(15)							(15)	(15)	Class A Common Stock	289,500		289,500	I	See footnote[16]
Class B Common Stock	(15)							(15)	(15)	Class A Common Stock	289,500		289,500	I	See footnote[17]

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 5, 2026.

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 $48.485 to $49.48 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 $49.49 to $50.19 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.

5. The Orion 2024 GST Trust u/a/d/ March 20, 2024, converted 2,620 shares of Class B Common Stock into a like number of shares of Class A Common Stock.

6. By Sibling as Trustee for the Orion 2024 GST Trust u/a/d March 20, 2024.

7. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $48.54 to $49.52 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 $49.55 to $50.19 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.

9. The Elysian 2024 GST Trust u/a/d/ March 20, 2024, converted 2,620 shares of Class B Common Stock into a like number of shares of Class A Common Stock.

10. By Sibling as Trustee for the Elysian 2024 GST Trust u/a/d March 20, 2024.

11. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $53.30 to $53.795 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 $54.405 to $55.37 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 reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $55.49 to $55.70 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.

14. All of the shares subject to the option are fully vested and exercisable as of the date hereof.

15. Shares of Class B Common Stock are convertible into shares of Class A Common Stock on a 1-for-1 basis at no cost, at any time, at the election of the holder.

16. By Spouse as Trustee for the Orion 2021 Legacy Trust u/a/d May 11, 2021.

17. By Spouse as Trustee for the Elysian 2021 Legacy Trust u/a/d May 11, 2021.

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.

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