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) 11/04/2026	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(1)	11/04/2026		C(2)		13,300	A	$0	837,186(3)	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				
Class B Common Stock	(4)	11/04/2026		C			13,300	(4)	(4)	Class A Common Stock	13,300	$0	2,195,124	D	
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	289,500		289,500	I	See footnote(5)
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	289,500		289,500	I	See footnote(6)
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	85,000		85,000	I	See footnote(7)
Class B Common Stock	(4)							(4)	(4)	Class A Common Stock	85,000		85,000	I	See footnote(8)

Explanation of Responses:

1. Each share of Class A Common Stock was issued upon conversion of one share of Class B Common Stock at the election of, and at no cost to, the Reporting Person.

2. On November 4, 2026, the Reporting Person converted 13,300 shares of Class B Common Stock into a like number of shares of Class A Common Stock.

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. 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.

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

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

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

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

Remarks:

/s/ David T. Shapiro, by power of attorney 11/06/2026

** 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.