UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

		111G1G1, D.G. 20040		
	I	FORM 8-K		
Pursuan		RRENT REPORT 5(d) of the Securities Exch	nange Act o	f 1934
	Date of Report (Date	of earliest event reported): Jun	ne 1, 2020	
		WORK INC. Registrant as Specified in Its Charter)		
Delaware (State or Other Jurisdiction of Incorporation)	(Con	001-38678 nnission File Number)		46-4337682 (IRS Employer Identification No.)
2625 Augustine Drive, Suite 603 Santa Clara, California (Address of Principal Executive Offices)		anisoon rac Aumocry		95054 (Zip Code)
Re	gistrant's Telephone Nu	umber, Including Area Code: (6	650) 316-7500	ı
	(Former Name or Fo	Not Applicable rmer Address, if Changed Since Last Rep	port)	
Check the appropriate box below if the Formula following provisions (see General Instruction	_	o simultaneously satisfy the filin	g obligation o	f the registrant under any of the
☐ Written communications pursuant to Ru	le 425 under the Securition	es Act (17 CFR 230.425)		
☐ Soliciting material pursuant to Rule 14a-	-12 under the Exchange	Act (17 CFR 240.14a-12)		
☐ Pre-commencement communications pu	rsuant to Rule 14d-2(b) ເ	under the Exchange Act (17 CFR	240.14d-2(b))
☐ Pre-commencement communications pu	rsuant to Rule 13e-4(c) u	nder the Exchange Act (17 CFR	240.13e-4(c))	
Securities registered pursuant to Section 12	(b) of the Act:			
Title of Each Class Common Stock, \$0.0001 par v	alue per share	Trading Symbol UPWK		of Each Exchange on Which Registered Nasdaq Stock Market LLC
Indicate by check mark whether the registra chapter) or Rule 12b-2 of the Securities Exc			5 of the Securi	ties Act of 1933 (§230.405 of this
Emerging growth company \square				
If an emerging growth company, indicate by or revised financial accounting standards pr				on period for complying with any nev

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 1, 2020, Upwork Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting"). At the Annual Meeting, there were present, in person or by proxy, holders of 91,867,537 shares of common stock, or approximately 80% of the total outstanding shares entitled to vote at the Annual Meeting, which constituted a quorum for the transaction of business. The holders present voted on the four proposals presented at the Annual Meeting as follows:

Proposal One – Election of Directors

The Company's stockholders approved the election of two directors, each to serve for a three-year term expiring at the 2023 Annual Meeting of Stockholders and until such director's successor is elected and qualified, by the following votes:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Leela Srinivasan	75,835,754	577,851	15,453,932
Gary Steele	53,695,426	22,718,179	15,453,932

Proposal Two – Ratification of Appointment of Independent Registered Accounting Firm

The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered accounting firm for the year ending December 31, 2020 by the following votes:

Votes For	Votes Against	Abstentions	
91,030,919	59,507	777,111	

Proposal Three - Advisory Vote on the Compensation of the Company's Named Executive Officers

The Company's stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers.

Votes For	Votes Against	Abstentions	Broker Non-Votes	
67,898,999	6,873,473	1,641,133	15,453,932	

Proposal Four – Advisory Vote on the Frequency of Future Advisory Votes on the Compensation of the Company's Named Executive Officers

The Company's stockholders approved, on a non-binding advisory basis, a frequency of one year for future non-binding advisory votes on the compensation of the Company's named executive officers.

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
75,625,259	44,484	275,667	468,195	15,453,932

Based on these results and consistent with the Company's recommendation, the Company's board of directors has determined that the Company will conduct future non-binding advisory votes regarding the compensation of its named executive officers once every year. This policy will remain in effect until the next stockholder vote on the frequency of non-binding advisory votes on the compensation of named executive officers, which is expected to be held at the Company's 2026 Annual Meeting of Stockholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Upwork Inc.

Chief Business Affairs and Legal Officer & Secretary

Date: June 2, 2020 By: /s/ Brian Levey
Brian Levey