**SEC Form 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**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

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1. Name and Address of Reporting Person
   Brown Hayden
   C/O UPWORK INC.,
   475 BRANNAN STREET, SUITE 430
   SAN FRANCISCO, CA 94107

2. Issuer Name and Ticker or Trading Symbol
   UPWORK, INC [
   UPWK]

3. Date of Earliest Transaction (Month/Day/Year)
   07/18/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)
   07/20/2022

5. Relationship of Reporting Person(s) to Issuer
   X Director
   X Officer (give title below)
   President & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   X Form filed by More than One Reporting Person

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Code (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>07/18/2022</td>
<td></td>
<td>V</td>
<td>M</td>
<td>2,585</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>07/18/2022</td>
<td></td>
<td>V</td>
<td>S(1)</td>
<td>1,311</td>
<td>D</td>
</tr>
</tbody>
</table>

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### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable (Month/Day/Year)</th>
<th>Date Expiration Date (Month/Day/Year)</th>
<th>Amount or Number of Shares</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Ownership Code (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units (RSU)</td>
<td>(1)</td>
<td>07/18/2022</td>
<td>M</td>
<td>2,585</td>
<td>(4)</td>
<td>(4)</td>
<td>Common Stock</td>
<td>2,585</td>
<td>$0.00</td>
<td>D</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Each restricted stock unit (“RSU”) represents a contingent right to receive one share of the Issuer's common stock.
2. Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person.
3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $20.48 to $21.18 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
4. The RSUs will vest in equal quarterly installments over three years beginning on January 18, 2020, subject to the Reporting Person's continuing employment with the Issuer on each vesting date.

**Remarks:**

/\[Signature of Reporting Person\]

07/20/2022

**Signature of Reporting Person**

Date

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*If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


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.

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**OMB APPROVAL**

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