

240.13d-102 Schedule 13G - Information to be included in statements filed pursuant to 240.13d-1(b), (c), and (d) and amendments thereto filed pursuant to 240.13d-2.

Securities and Exchange Commission, Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

(Name of Issuer)

Upwork Inc

(Title of Class of Securities)

Common Stock

(CUSIP Number)

91688F104

(Date of Event Which Requires Filing of this Statement)

September 30, 2024

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and

for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the

Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 91688F104

(1) Names of reporting persons The Vanguard Group

(2) Check the appropriate box if a member of a group

(a)

(see instructions)

(b)

(3) SEC use only

(4) Citizenship or place of organization Pennsylvania

Number of shares beneficially owned by each reporting person with:

(5) Sole voting power 0

(6) Shared voting power 231,469

(7) Sole dispositive power 15,927,183

(8) Shared dispositive power 371,078

(9) Aggregate amount beneficially owned by each reporting person

16,298,261

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9) 12.34%

(12) Type of reporting person (see instructions) IA

Item 1(a) Name of issuer:

Upwork Inc

Item 1(b) Address of issuer's principal executive offices:

530 Lytton Avenue, Suite 301 Palo Alto, CA 94301

Items 2(a)-2(c). Name, Address Of principal business office, and Citizenship of persons filing:

The Vanguard Group - 23-1945930

100 Vanguard Blvd.

Malvern, PA 19355

2(d) Title of class of securities:
Common Stock
2(e) CUSIP Number:
91688F104

Item 3. This statement is being filed pursuant to Rule 13d-1.

An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E).

Item 4. Ownership

As of the close of business on September 30, 2024:

- (a) Aggregate amount beneficially owned: 16,298,261
- (b) Percent of class: 12.34%
- (c) Number of shares as to which person has:
 - 1. The Vanguard Group
 - (a) Amount beneficially owned: 16,298,261
 - (b) Percent of class: 12.34%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 231,469
 - (iii) Sole power to dispose or to direct the disposition of: 15,927,183
 - (iv) Shared power to dispose or to direct the disposition of: 371,078

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

The Vanguard Group, Inc.'s clients, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities reported herein.

No one other person's interest in the securities reported herein is more than 5%.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported