

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>SPURLOCK STEVEN M</u> _____ (Last) (First) (Middle) 2965 WOODSIDE ROAD _____ (Street) WOODSIDE CA 94062 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Upwork Inc. [UPWK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/05/2018	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

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			
Common Stock	10/05/2018		C		14,217,253	A	\$0 ⁽¹⁾	14,603,885	I	See footnote ⁽²⁾

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				
Series A-1 Preferred Stock	\$0 ⁽¹⁾	10/05/2018		C			1,111,911	(1)	(1)	Common Stock	1,111,911	\$0	0	I	See footnote ⁽²⁾
Series A-2 Preferred Stock	\$0 ⁽¹⁾	10/05/2018		C			10,451,892	(1)	(1)	Common Stock	10,451,892	\$0	0	I	See footnote ⁽²⁾
Series B-1 Preferred Stock	\$0 ⁽¹⁾	10/05/2018		C			2,508,432	(1)	(1)	Common Stock	2,508,432	\$0	0	I	See footnote ⁽²⁾
Series B-2 Preferred Stock	\$0 ⁽¹⁾	10/05/2018		C			145,018	(1)	(1)	Common Stock	145,018	\$0	0	I	See footnote ⁽²⁾

1. Name and Address of Reporting Person*
SPURLOCK STEVEN M

 (Last) (First) (Middle)
 2965 WOODSIDE ROAD

 (Street)
 WOODSIDE CA 94062

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BALKANSKI ALEXANDRE

 (Last) (First) (Middle)
 2965 WOODSIDE ROAD

 (Street)
 WOODSIDE CA 94062

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
DUNLEVIE BRUCE

 (Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

FENTON PETER H

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GURLEY J WILLIAM

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

KAGLE ROBERT

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person*

LASKY MITCHELL

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

Explanation of Responses:

1. In connection with the consummation of the Issuer's initial public offering on October 5, 2018, each share of Preferred Stock automatically converted into one (1) share of the Issuer's Common Stock for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
2. Shares are held directly by Benchmark Capital Partners V, L.P. ("BCP V"), as nominee for BCP V, Benchmark Founders' Fund V, L.P. ("BFF V"), Benchmark Founders' Fund V-A, L.P. ("BFF V-A"), Benchmark Founders' Fund V-B, L.P. ("BFF V-B") and related persons. Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole voting and dispositive power over such shares. Alexandre Balkanski, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock, the managing members of BCMC V, may be deemed to share voting and dispositive power over these shares. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities).

Remarks:

This report is one of three reports, each on a separate Form 4, but relating to the same transaction being filed by entities affiliated with Benchmark and their applicable members.

/s/ Steven M. Spurlock, by
power of attorney for Alexandre Balkanski 10/05/2018

/s/ Steven M. Spurlock, by
power of attorney for Bruce W. Dunlevie 10/05/2018

/s/ Steven M. Spurlock, by
power of attorney for Peter H. Fenton 10/05/2018

/s/ Steven M. Spurlock, by
power of attorney for J. William Gurley 10/05/2018

/s/ Steven M. Spurlock, by
power of attorney for Robert C. Kagle 10/05/2018

/s/ Steven M. Spurlock, by
power of attorney for Mitchell H. 10/05/2018
Lasky

/s/ Steven M. Spurlock 10/05/2018

** 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.