

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 4, 2026

UPWORK INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-38678 (Commission File Number)	46-4337682 (IRS Employer Identification No.)
530 Lytton Avenue, Suite 301 Palo Alto, California (Address of Principal Executive Offices)		94301 (Zip Code)

Registrant's Telephone Number, Including Area Code: (650) 316-7500
Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$0.0001 par value per share	UPWK	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed, Leela Srinivasan did not stand for re-election as a member of the board of directors, or the Board, of Upwork Inc., or the Company, at the Company's 2026 annual stockholder meeting held on June 4, 2026, or the Annual Meeting, and Anilu Vazquez-Ubarri resigned from the Board effective immediately prior to the election of directors at the Annual Meeting. In connection with the resignation of Ms. Vazquez-Ubarri, the Class III directorship held by Ms. Vazquez-Ubarri was eliminated by the Board and was reassigned as a Class II directorship. Further, in connection with the departures of Ms. Srinivasan and Vazquez-Ubarri, the Board, at the recommendation of its nominating and governance committee, nominated each of Claire Bramley and David Lissy for election as a Class II director at the Annual Meeting.

On April 17, 2026, subject to Ms. Bramley's and Mr. Lissy's elections at the Annual Meeting, the Board appointed each of Ms. Bramley and Mr. Lissy to serve as a member of the Board's audit, risk and compliance committee effective immediately following the Annual Meeting.

There is no arrangement or understanding between either of Ms. Bramley or Mr. Lissy and any other persons pursuant to which either of Ms. Bramley or Mr. Lissy was selected as a director. Neither Ms. Bramley nor Mr. Lissy has any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Each of Ms. Bramley's and Mr. Lissy's compensation will be pursuant to the Company's amended and restated non-employee director compensation program, as described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 23, 2026.

Each of Ms. Bramley and Mr. Lissy has also entered into the Company's standard form of indemnity agreement, which is attached as Exhibit 10.1 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on September 6, 2018 (File No. 333-227207).

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

On June 4, 2026, the Company held the Annual Meeting. At the Annual Meeting, there were present, in person or by proxy, holders of 105,739,271 shares of common stock, or approximately 86% 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 three directors, each to serve for a three-year term expiring at the 2029 annual meeting of stockholders and until such director's successor is elected and qualified, by the following votes:

Nominee	Votes For	Votes Against	Abstentions
Claire Bramley	92,646,852	246,370	2,951,648
David Lissy	92,511,000	377,773	2,956,097
Gary Steele	78,600,865	17,127,041	116,964

There were also 9,894,401 broker non-votes on Proposal One.

Proposal Two - Ratification of Appointment of Independent Registered Public 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, 2026, by the following votes:

Votes For	Votes Against	Abstentions
105,217,897	384,881	136,493

There were no broker non-votes on Proposal Two.

Proposal Three - Advisory Vote to Approve Named Executive Officer Compensation

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
68,934,395	26,782,943	127,532

There were also 9,894,401 broker non-votes on Proposal Three.

Proposal Four - Advisory Vote on the Frequency of Future Advisory Votes to Approve Named Executive Officer Compensation

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

1 Year	2 Years	3 Years	Abstentions
95,406,283	16,928	370,119	51,540

There were also 9,894,401 broker non-votes on Proposal Four.

Based on these results and consistent with the Board's recommendation, the Board has determined that the Company will hold future non-binding advisory votes to approve the compensation of the Company's named executive officers every one year, until the next advisory vote on the frequency of such future advisory votes, which is expected to be held at the Company's 2032 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.

Date: June 5, 2026

By: _____
/s/Jacob McQuown
Jacob McQuown
Chief Legal Officer & Secretary