FORM 4
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

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

2. Title of Security (Instr. 3)
   Common Stock
   Common Stock

3. Name of Issuer
   UPWORK INC [ UPWK ]

4. Transaction Date (Month/Day/Year) (Instr. 4)
   06/09/2023
   06/09/2023

5. Securities Acquired (A) or Disposed Of (D) (Instr. 4)
   A
   A

6. Price of Securities (Instr. 4)
   $0.00
   $0.00

7. Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
   3,235
   6,666

8. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
   D
   D

9. Nature of Indirect Beneficial Ownership (Instr. 4)
   -
   -

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

<table>
<thead>
<tr>
<th>Date of Earliest Transaction</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>06/09/2023</td>
<td>3,235</td>
<td>$0.00</td>
</tr>
<tr>
<td>06/09/2023</td>
<td>6,666</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

Rule 10b5-1(c) Transaction Indication
X

Check this box if a change in beneficial ownership includes a disposition under a plan filed with the issuer or the SEC.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Date of Earliest Transaction</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>06/09/2023</td>
<td>3,235</td>
</tr>
<tr>
<td>06/09/2023</td>
<td>6,666</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Represents an award of RSUs. The RSUs vest 100% on the earlier of (a) the date immediately prior to the Issuer's 2024 annual meeting of stockholders and (b) June 9, 2024, in each case subject to the continuing service of the Reporting Person through such date.

2. Represents an award of RSUs. The RSUs vest quarterly over four quarters (with the first such vesting date occurring on September 30, 2023), subject to the continuing service of the Reporting Person on each vesting date; provided, however, that the final quarterly installment shall fully vest on the earlier of (a) the date immediately prior to the Issuer's 2024 annual meeting of stockholders and (b) the date that is the last day of the last full quarter of the vesting of such award, in each case subject to the continuing service of the Reporting Person through such date.

Remarks:

/s/ Jacob McQuown
Attorney-in-Fact

06/13/2023

** 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).


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.