Form 144 Filer Information

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK	0001753662
Filer CCC	XXXXXXXX
Is this a LIVE or TEST Filing?	LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer	UPWORK INC.
SEC File Number	001-38678
Address of Issuer	530 Lytton Avenue, Suite 301 Palo Alto CALIFORNIA 94301
Phone	(650) 316-7500
Name of Person for Whose Account the Securities are To Be Sold	HAYDEN LARSON BROWN

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer: Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common	Morgan Stanley Smith Barney LLC Executive Financial Services 1 New York Plaza 8th Floor New York NY 10004	79483	719774.20	125777139	11/19/2026	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
Common	08/18/2024	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		4020	08/18/2024	Services Rendered
Common	08/16/2024	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		11937	08/16/2024	Services Rendered
Common	12/18/2019	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		2480	12/18/2019	Services Rendered
Common	01/18/2020	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		1462	01/18/2020	Services Rendered
Common	06/18/2024	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		8192	06/18/2024	Services Rendered
Common	08/17/2024	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		7419	08/17/2024	Services Rendered
Common	09/18/2024	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		8289	09/18/2024	Services Rendered
Common	03/18/2023	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		27877	03/18/2023	Services Rendered
Common	08/15/2024	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		71	08/15/2024	Services Rendered
Common	12/18/2022	Restricted Stock Vesting Under a Registered Plan	Issuer	☐		7736	12/18/2022	Services Rendered

***** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
HAYDEN LARSON BROWN 530 Lytton Avenue, Suite 301 Palo Alto CA 94301	Common	11/18/2026	245544	2317532.44
HAYDEN BROWN 530 Lytton Avenue, Suite 301 Palo Alto CA 94301	Common	11/18/2026	24235	228974.70
HAYDEN BROWN 530 Lytton Avenue, Suite 301 Palo Alto CA 94301	Common	09/18/2026	23893	201917.35

144: Remarks and Signature

Remarks

Date of Notice 11/19/2026

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Hayden L. Brown

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)