FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
houre per reenonee.	0.5							

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

Name and Address of Reporting Person* Marie Olivier					2. Issuer Name and Ticker or Trading Symbol <u>UPWORK, INC</u> [UPWK]						cable) r	g Pers	10% Ov	vner	
(Last) (First) (Middle) C/O UPWORK INC. 475 BRANNAN STREET, SUITE 430					3. Date of Earliest Transaction (Month/Day/Year) 08/18/2022						Chief Accounting Officer				
(Street) SAN FRANCISCO CA 94107 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
Non-Deriva	ative	Sec	uritie	es Ac	quired	d, Di	sposed of	f, or Be	neficiall	y Owned					
Date				Execution Date,						Securitie Benefici Owned F	s Form ally (D) o ollowing (I) (II		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
						v	Amount	(A) or (D)	Price	Transact	tion(s)			(Instr. 4)	
Common Stock 08/18/20				022			1,427	A	(1)	4,981			D		
Common Stock 08/18/20				022			521	D	\$18.541	3) 4,	460		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
					6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) Title and Amount of Securities Underlying Derivative Sect (Instr. 3 and 4)			of s ng e Security	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficial Owned Following Reported	i i illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
C	ode	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	on(s)			
	A		5,842		(4	-)	(4)	Common Stock	5,842	\$0.00	5,842		D		
	Non-Deriv 2. Transact Date (Month/Day) 08/18/2 08/18/2 II - Derivat (e.g., p emed tion Date, c/d/Day/Year) 8	Non-Derivative 2. Transaction Date (Month/Day/Year) 08/18/2022 08/18/2022 II - Derivative (e.g., puts, emed tion Date, h/Day/Year) Code (iii) Code	Non-Derivative Security (Month/Day/Year) 13. Date of 08/18/20 4. If Amer 22. Transaction Date (Month/Day/Year) 23. Transaction 24. Exertify if arrows if a compared to the	Non-Derivative Securities 2. Transaction Date (Month/Day/Year) 08/18/2022 2. Transaction Date (Month/Day/Year) 08/18/2022 18 - Derivative Securities (e.g., puts, calls, war emed tion Date, (//Day/Year) 2A. Deemer Execution I fany (Month/Day (Month	Non-Derivative Securities Ac 2. Transaction Date (Month/Day/Year) 08/18/2022 2. Transaction Date if any (Month/Day/Year) 08/18/2022 18 - Derivative Securities Acquired (Application Date, (Instrument) 19 - Derivative Securities Acquired (Application Date, (Instrument) 20 - Derivative Securities Acquired (Application Date, (Instrument) 21 - Derivative Securities Acquired (Application Date, (Instrument) 22 - Derivative Securities Acquired (Application Date, (Instrument) 23 - Derivative Securities Acquired (Application Date, (Instrument) 3 - Date of Earliest Transo (18 - 18 - 18 - 18 - 18 - 18 - 18 - 18	Non-Derivative Securities Acquired 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 08/18/2022 II - Derivative Securities Acquired, (e.g., puts, calls, warrants, opties Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercise Acquired (Month Code (Instr. 3, 4 and 5)	Non-Derivative Securities Acquired, Distant (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date (if any (Month/Day/Year) 2A. Deemed Execution Date (if any (Month/Day/Year) 2A. Deemed Execution Date, (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V V V V V V V V V	3. Date of Earliest Transaction (Month/Day/Year) 08/18/2022 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Number of Use (North/Day/Year) 6. Date (North/Day/Year) 7. Scalls, warrants, options, convertible (North/Day/Year) 8. Scalls, warrants, options, convertible (North/Day/Year) 8. Scalls, warrants, options, convertible (Month/Day/Year) 8. Scalls, warrants, options, convertible	Non-Derivative Securities Acquired, Disposed of, or Be 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Code (Instr. 8) 2. Transaction Date (Month/Day/Year) 3. Transaction Transaction Code (Instr. 8) 2. 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Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Code (Instr. 8) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Code (Instr. 8) 3. Transaction Code (Instr. 8) Code V Amount (A) or Price (D) (D) Price 08/18/2022 M 1,427 A (1) 08/18/2022 Sc2) 521 D \$18.5416 II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) Emend (Instr. 8) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (End V Amount (A) or Disposed of (D) (Instr. 8) Transaction Code (Instr. 8) S. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) Transaction Code (Instr. 8) S. Number of Expiration Date (Month/Day/Year) (End V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) A Mount or Number of Shares A Mount of Shares A Mount of Shares	DPWORK, INC UPWK Check all application Check all application Check all application Check Check all application Check Check	UPWORK, INC UPWK Check all applicable) Director Cofficer (give title below) Chief Accot	UPWORK, INC UPWK Check all applicable District Check all applicable Check all applicable District Check all applicable District Check all applicable District Check all applicable District Check all applicable Check all applicable District Check all applicable Check all applicable District Check all applicable Check all applicable Check all applicable Check all applicable Check all all applicable Check all all applicable Check all applicable Check all all all applicable Check all all all all all all all all all al	UPWORK, INC UPWK Check all applicable) Director 10% Ov Officer (give title Other (s below) Chief Accounting Officer X Form filed by One Reporting Person X Form filed by More than One Report Form: Direct (b) or Indirect (c) or Indirect (b) or Indirect (c)	

Explanation of Responses:

(1)

08/18/2022

- 1. Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock.
- 2. Represents the number of shares required to be sold by the Reporting Person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the Reporting Person

(5)

- 3. The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.43 to \$18.59 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 4. The RSUs vest in equal quarterly installments on each quarterly anniversary, beginning on November 18, 2022 over four quarters of continuous service, subject to the continuing employment of the Reporting Person with the Issuer on each vesting date.
- 5. The RSUs vest in equal quarterly installments over four years beginning on May 18, 2022, subject to the continuing employment of the Reporting Person with the Issuer on each vesting date.

Remarks:

Stock

Units

(RSU)

/s/ Jacob McQuown, Attorneyin-Fact ** Signature of Reporting Person

Stock

\$0.00

08/22/2022

Date

19,978

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.