**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**1. Name and Address of Reporting Person**

**HARVEY KEVIN**

(C/O BENCHMARK, 2965 WOODSIDE ROAD)

WOODSIDE CA 94062

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**2. Issuer Name and Ticker or Trading Symbol**

**UPWORK, INC [ UPWK ]**

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**3. Date of Earliest Transaction (Month/Day/Year)**

06/09/2023

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**4. If Amendment, Date of Original Filed (Month/Day/Year)**

06/09/2023

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**5. Relationship of Reporting Person(s) to Issuer**

X Director

10% Owner

Officer (give title below)

Other (specify below)

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**Rule 10b5-1(c) Transaction Indication**

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

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/09/2023</td>
<td></td>
<td>A</td>
<td>22,424(1)</td>
<td>A $0.00</td>
<td>77,569</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/09/2023</td>
<td></td>
<td>A</td>
<td>6,666(2)</td>
<td>A $0.00</td>
<td>84,235</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>1,751,315</td>
<td>I See footnote(3)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>813,992</td>
<td>I See footnote(4)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td>06/09/2023</td>
<td></td>
<td>A</td>
<td>22,424(1)</td>
<td>77,569</td>
<td>D</td>
<td>D</td>
<td>84,235</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td>06/09/2023</td>
<td></td>
<td>A</td>
<td>6,666(2)</td>
<td>84,235</td>
<td>D</td>
<td>D</td>
<td>84,235</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

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**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.

3. Shares are held by a limited liability company controlled by the Reporting Person.

4. Shares are held by the Reporting Person's family trust.

**Remarks:**

/s/ An-Yen Hu, by power of attorney for Kevin R. Harvey 06/13/2023

**Signature of Reporting Person**

**Date**

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**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.**