SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 1)*

Upwork Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

91688F104

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

□ Rule 13d-1(b)

□ Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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1	NAME OF REPORTING PERS	ON	Benchmark Capital Partners V, L.P. ("BCP V")				
2	CHECK THE APPROPRIATE I	BOX IF A	MEMBER OF A GROUP*	(a)		(b)	X
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF Delaware	ORGANI	IZATION				
	NUMBER OF SHARES	5	SOLE VOTING POWER 9,827,630 shares, except that Benchmark Capital Managemen general partner of BCP V, may be deemed to have sole power Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), P Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. F ("Lasky") and Steven M. Spurlock ("Spurlock"), the member have shared power to vote these shares.	r to vote thes Peter Fenton Kagle ("Kagl	se shar ("Fent le"), M	es, and on"), J litchell	d Alexandre J. William l H. Lasky
	BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER See response to row 5.				
	OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 9,827,630 shares, except that BCMC V, the general partner of power to dispose of these shares, and Balkanski, Dunlevie, Fe and Spurlock, the members of BCMC V, may be deemed to h shares.	'enton, Gurle	y, Har	vey, K	lagle, Lasky
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT BEN REPORTING PERSON	EFICIAL	LY OWNED BY EACH	9,82	27,630		
10	CHECK BOX IF THE AGGRE		MOUNT IN ROW (9)				
11	PERCENT OF CLASS REPRES	SENTED	BY AMOUNT IN ROW 9	9.2%	%		
12	TYPE OF REPORTING PERSO	ON		PN			

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1	NAME OF REPORTING PERS	30N	Benchmark Founders' Fund V, L.P. ("BFF V")				I
2	CHECK THE APPROPRIATE	BOX IF A	A MEMBER OF A GROUP*	(a)		(b)	X
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF Delaware	ORGANI	IZATION				
		5	SOLE VOTING POWER 1,204,259 shares, except that BCMC V, the general part power to vote these shares, and Balkanski, Dunlevie, Fe Spurlock, the members of BCMC V, may be deemed to	enton, Gurley, Har	vey, K	agle, L	lasky and
	NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER See response to row 5.				
		7	SOLE DISPOSITIVE POWER 1,204,259 shares, except that BCMC V, the general part power to dispose of these shares, and Balkanski, Dunley and Spurlock, the members of BCMC V, may be deemed shares.	vie, Fenton, Gurle	y, Harv	vey, Ka	agle, Lasky
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT BEN REPORTING PERSON	IEFICIAL	LY OWNED BY EACH	1,20)4,259		
10	CHECK BOX IF THE AGGRE EXCLUDES CERTAIN SHARI		MOUNT IN ROW (9)				
11	PERCENT OF CLASS REPRES	SENTED	BY AMOUNT IN ROW 9	1.1%	6		
12	TYPE OF REPORTING PERSO	ON		PN			

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1	NAME OF REPORTING PER	\SON	Benchmark Founders' Fund V-A, L.P. ("BFF V-A")				
2	CHECK THE APPROPRIATE	BOX IF A	A MEMBER OF A GROUP*	(a)		(b)	×
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OI Delaware	F ORGANI	IZATION				
		5	SOLE VOTING POWER 230,569 shares, except that BCMC V, the general partner power to vote these shares, and Balkanski, Dunlevie, Fent Spurlock, the members of BCMC V, may be deemed to ha	ton, Gurley, Hai	rvey, K	agle, L	lasky and
	NUMBER OF SHARES BENEFICIALLY						
		7	SOLE DISPOSITIVE POWER 230,569 shares, except that BCMC V, the general partner power to dispose of these shares, and Balkanski, Dunlevie and Spurlock, the members of BCMC V, may be deemed t shares.	e, Fenton, Gurle	ey, Harv	vey, Ka	agle, Lasky
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT BEI REPORTING PERSON	NEFICIAL	LY OWNED BY EACH	230	,569		
10	CHECK BOX IF THE AGGRI EXCLUDES CERTAIN SHAF		MOUNT IN ROW (9)				
11	PERCENT OF CLASS REPRI	ESENTED	BY AMOUNT IN ROW 9	0.2%	%		
12	TYPE OF REPORTING PERS	SON		PN			

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1	NAME OF REPORTING PER	RSON	Benchmark Founders' Fund V-B, L.P. ("BFF V-B")				
2	CHECK THE APPROPRIATE	E BOX IF	A MEMBER OF A GROUP*	(a)		(b)	×
3	SEC USE ONLY						1
4	CITIZENSHIP OR PLACE O Delaware)F ORGAN	IZATION				
		5	SOLE VOTING POWER 181,433 shares, except that BCMC V, the general partm power to vote these shares, and Balkanski, Dunlevie, F Spurlock, the members of BCMC V, may be deemed to	Fenton, Gurley, Har	rvey, K	agle, L	lasky and
	NUMBER OF SHARES BENEFICIALLY						
		7	SOLE DISPOSITIVE POWER 181,433 shares, except that BCMC V, the general partn power to dispose of these shares, and Balkanski, Dunle and Spurlock, the members of BCMC V, may be deeme shares.	evie, Fenton, Gurle	ey, Harv	vey, Ka	agle, Lasky
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT BE REPORTING PERSON	ENEFICIAI	LLY OWNED BY EACH	181,	,433		
10	CHECK BOX IF THE AGGR EXCLUDES CERTAIN SHAI		MOUNT IN ROW (9)				
11	PERCENT OF CLASS REPR	ESENTE	BY AMOUNT IN ROW 9	0.29	%		
12	TYPE OF REPORTING PERS	SON		PN			

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1	NAME OF REPORTING PI	ERSON	Benchmark Capital Management Co. V, L.L.C.				
2	CHECK THE APPROPRIA	TE BOX IF	A MEMBER OF A GROUP*	(a)		(b)	X
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE Delaware	OF ORGAN	VIZATION				
	NUMBER OF	5	SOLE VOTING POWER 12,852,570 shares, of which 9,827,630 are directly owned by BC by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are 1,408,679 are held in nominee form for the benefit of persons as V. BCMC V, the general partner of BCP V, BFF V, BFF V-A and have sole power to vote these shares, and Balkanski, Dunlevie, F Lasky and Spurlock, the members of BCMC V, may be deemed shares.	directly c sociated v l BFF V-H centon, Gu	owned vith B 3, may urley, I	by BFI CMC be dee Harvey	F V-B and emed to , Kagle,
	SHARES BENEFICIALLY	6	SHARED VOTING POWER See response to row 5.				
	OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 12,852,570 shares, of which 9,827,630 are directly owned by BC by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are 1,408,679 are held in nominee form for the benefit of persons as V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, power to dispose of these shares, and Balkanski, Dunlevie, Fento and Spurlock, the members of BCMC V, may be deemed to have shares.	directly c sociated v may be c on, Gurley	owned vith Bo leemeo , Harv	by BFI CMC V l to hav rey, Kaş	F V-B and /. BCMC /e sole gle, Lasky
		8	SHARED DISPOSITIVE POWER See response to row 7.				
9	AGGREGATE AMOUNT E REPORTING PERSON	BENEFICIA	LLY OWNED BY EACH	12,85	52,570		
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SH		MOUNT IN ROW (9)				
11	PERCENT OF CLASS REP	RESENTEI	D BY AMOUNT IN ROW 9	12.19	%		
12	TYPE OF REPORTING PE	RSON		00			

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1	NAME OF REPORTING PER	RSON	Alexandre Balkanski					
2	CHECK THE APPROPRIATE	E BOX IF	A MEMBER OF A GROUP*	(a)		(b)	\boxtimes	
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE O U.S. Citizen	F ORGAN	IZATION					
		5	SOLE VOTING POWER 0 shares					
	NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER 12,852,570 shares, of which 9,827,630 are directly owned by BFF V, 230,569 are directly owned by BFF V-A, 181,4 1,408,679 are held in nominee form for the benefit of per- is the general partner of BCP V, BFF V, BFF V-A and BF BCMC V, may be deemed to have shared power to vote the	433 are directly o sons associated v FF V-B, and Balk	owned with BO	by BFI CMC V	F V-B and /. BCMC V	
	OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 0 shares					
		8	SHARED DISPOSITIVE POWER 12,852,570 shares, of which 9,827,630 are directly owned by BFF V, 230,569 are directly owned by BFF V-A, 181,4 1,408,679 are held in nominee form for the benefit of per- is the general partner of BCP V, BFF V, BFF V-A and BF BCMC V, may be deemed to have shared power to have s	433 are directly o sons associated v FF V-B, and Balk	owned with B0 anski,	by BFI CMC V a mem	F V-B and /. BCMC V ber of	
9	AGGREGATE AMOUNT BE REPORTING PERSON	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 12,852,570						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)							
11	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN ROW 9	12.1	%			
12	TYPE OF REPORTING PERS	SON		IN				

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4							
1	NAME OF REPORTING PERS	JON	Bruce W. Dunlevie				
2	CHECK THE APPROPRIATE	BOX IF A	A MEMBER OF A GROUP*	(a)		(b)	\boxtimes
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF U.S. Citizen	ORGAN!	IZATION				
		5	SOLE VOTING POWER 0 shares.				
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	6	SHARED VOTING POWER 12,852,570 shares, of which 9,827,630 are directly owned by by BFF V, 230,569 are directly owned by BFF V-A, 181,433 1,408,679 are held in nominee form for the benefit of person is the general partner of BCP V, BFF V, BFF V-A and BFF V BCMC V, may be deemed to have shared power to vote these	3 are directly ns associated V-B, and Dun	owned with B	by BFI CMC V	F V-B and /. BCMC V
	OWNED BY EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER 0 shares.				
	WITH	8	SHARED DISPOSITIVE POWER 12,852,570 shares, of which 9,827,630 are directly owned by by BFF V, 230,569 are directly owned by BFF V-A, 181,433 1,408,679 are held in nominee form for the benefit of person is the general partner of BCP V, BFF V, BFF V-A and BFF V BCMC V, may be deemed to have shared power to dispose o	are directly ns associated V-B, and Dun	owned with B llevie, a	by BFI CMC V	F V-B and /. BCMC V
9	AGGREGATE AMOUNT BEN REPORTING PERSON	JEFICIAL	LY OWNED BY EACH	12,8	352,570	1	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)						
11	PERCENT OF CLASS REPRE	SENTED	BY AMOUNT IN ROW 9	12.1	.%		
12	TYPE OF REPORTING PERSO	ON		IN			

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1	NAME OF REPORTING PH	ERSON	Peter Fenton					
2	CHECK THE APPROPRIA	TE BOX IF	A MEMBER OF A GROUP*	(a)		(b)	\boxtimes	
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE U.S. Citizen	OF ORGAN	IZATION					
	i	5	SOLE VOTING POWER 0 shares					
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 12,852,570 shares, of which 9,827,630 are directl by BFF V, 230,569 are directly owned by BFF V- 1,408,679 are held in nominee form for the benefi is the general partner of BCP V, BFF V, BFF V-A V, may be deemed to have shared power to vote t	A, 181,433 are directly it of persons associated and BFF V-B, and Fen	owned b with BC	y BFF MC V	F V-B and BCMC V	
		7	SOLE DISPOSITIVE POWER 0 shares					
		8	SHARED DISPOSITIVE POWER 12,852,570 shares, of which 9,827,630 are directl by BFF V, 230,569 are directly owned by BFF V- 1,408,679 are held in nominee form for the benefi is the general partner of BCP V, BFF V, BFF V-A V, may be deemed to have shared power to dispos	A, 181,433 are directly it of persons associated and BFF V-B, and Fen	owned b with BC	y BFF MC V	V-B and BCMC	
9	AGGREGATE AMOUNT E REPORTING PERSON	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 12,852,570						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)							
11	PERCENT OF CLASS REP	RESENTEI	BY AMOUNT IN ROW 9	12.2	L%			
12	TYPE OF REPORTING PE	RSON		IN				

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1	NAME OF REPORTING PERS	ON	J. William Gurley				
2	CHECK THE APPROPRIATE E	30X IF A	MEMBER OF A GROUP*	(a)		(b)	\boxtimes
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF OU.S. Citizen	ORGANI	ZATION				
		5	SOLE VOTING POWER 0 shares				
	NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER 12,852,570 shares, of which 9,827,630 are directly owned by BCI by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are d 1,408,679 are held in nominee form for the benefit of persons asso is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, a V, may be deemed to have shared power to vote these shares.	lirectly o ociated v	owned l with BC	by BFF CMC V	F V-B and 7. BCMC V
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 0 shares				
		8	SHARED DISPOSITIVE POWER 12,852,570 shares, of which 9,827,630 are directly owned by BCI by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are d 1,408,679 are held in nominee form for the benefit of persons asso is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, a V, may be deemed to have shared power to dispose of these shares	lirectly o ociated v and Gurl	owned l with BC	by BFF CMC V	F V-B and 7. BCMC V
9	AGGREGATE AMOUNT BEN REPORTING PERSON	EFICIAL	LY OWNED BY EACH	12,8	52,570		
10	CHECK BOX IF THE AGGREC EXCLUDES CERTAIN SHARE		AOUNT IN ROW (9)				
11	PERCENT OF CLASS REPRES	SENTED	BY AMOUNT IN ROW 9	12.1	%		
12	TYPE OF REPORTING PERSO	JN		IN			

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1	NAME OF REPORTING PER	RSON	Kevin R. Harvey				
2	CHECK THE APPROPRIATE	E BOX IF	A MEMBER OF A GROUP*	(a)		(b)	\boxtimes
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE O U.S. Citizen	F ORGAN	IZATION				
		5	SOLE VOTING POWER 1,751,315 shares				
	NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER 12,852,570 shares, of which 9,827,630 are directly owned by BFF V, 230,569 are directly owned by BFF V-A, 181,4 1,408,679 are held in nominee form for the benefit of pers is the general partner of BCP V, BFF V, BFF V-A and BFF V, may be deemed to have shared power to vote these shared	33 are directly ons associated F V-B, and Har	owned with B	by BFI CMC V	F V-B and /. BCMC V
	OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 1,751,315 shares				
		8	SHARED DISPOSITIVE POWER 12,852,570 shares, of which 9,827,630 are directly owned by BFF V, 230,569 are directly owned by BFF V-A, 181,4 1,408,679 are held in nominee form for the benefit of pers is the general partner of BCP V, BFF V, BFF V-A and BFF V, may be deemed to have shared power to dispose of thes	33 are directly ons associated F V-B, and Har	owned with B	by BFI CMC V	F V-B and /. BCMC V
9	AGGREGATE AMOUNT BE REPORTING PERSON	NEFICIA	LLY OWNED BY EACH	14,6	503,885	5	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)						
11	PERCENT OF CLASS REPR	ESENTED	BY AMOUNT IN ROW 9	13.7	7%		
12	TYPE OF REPORTING PERS	SON		IN			

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1	NAME OF REPORTING PERSO	ON !	Robert C. Kagle				
2	CHECK THE APPROPRIATE E	30X IF A	MEMBER OF A GROUP*	(a)		(b)	\boxtimes
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF OU.S. Citizen	ORGANIZ	ZATION				
	-	5	SOLE VOTING POWER 0 shares				
	NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER 12,852,570 shares, of which 9,827,630 are directly owned by BC by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are 1,408,679 are held in nominee form for the benefit of persons ass is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, V, may be deemed to have shared power to vote these shares.	directly sociated	owned with B	by BFI CMC V	F V-B and /. BCMC V
	OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 0 shares				
		8	SHARED DISPOSITIVE POWER 12,852,570 shares, of which 9,827,630 are directly owned by BC by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are 1,408,679 are held in nominee form for the benefit of persons ass is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, V, may be deemed to have shared power to dispose of these share	directly sociated and Kag	owned with B	by BFI CMC V	F V-B and 7. BCMC V
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,852,570						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)						
11	PERCENT OF CLASS REPRES	SENTED I	BY AMOUNT IN ROW 9	12.1	1%		
12	TYPE OF REPORTING PERSO	N		IN			

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1	NAME OF REPORTING PERSO	ON N	Mitchell H. Lasky				
2	CHECK THE APPROPRIATE E	30X IF A	MEMBER OF A GROUP*	(a)		(b)	\boxtimes
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF OU.S. Citizen	ORGANIZ	ZATION				
		5	SOLE VOTING POWER 0 shares				
	NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER 12,852,570 shares, of which 9,827,630 are directly owned by B by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are 1,408,679 are held in nominee form for the benefit of persons a is the general partner of BCP V, BFF V, BFF V-A and BFF V-B V, may be deemed to have shared power to vote these shares.	e directly ssociated	owned with B	by BFI CMC V	F V-B and /. BCMC V
	OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER 0 shares				
		8	SHARED DISPOSITIVE POWER 12,852,570 shares, of which 9,827,630 are directly owned by B by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are 1,408,679 are held in nominee form for the benefit of persons a is the general partner of BCP V, BFF V, BFF V-A and BFF V-B V, may be deemed to have shared power to dispose of these sha	e directly ssociated , and Lask	owned with B	by BFI CMC V	F V-B and /. BCMC V
9	AGGREGATE AMOUNT BENI REPORTING PERSON	EFICIALL	Y OWNED BY EACH	12,8	352,570		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)						
11	PERCENT OF CLASS REPRES	SENTED F	3Y AMOUNT IN ROW 9	12.1	%		
12	TYPE OF REPORTING PERSO	N		IN			

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	<u> </u>								
1	NAME OF REPORTING PE	NAME OF REPORTING PERSON Steven M. Spurlock							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			(a)		(b)	\boxtimes		
3	SEC USE ONLY								
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen								
		5	SOLE VOTING POWER 0 shares						
	NUMBER OF SHARES BENEFICIALLY		SHARED VOTING POWER 12,852,570 shares, of which 9,827,630 are directly owned by BCP V, 1,204,259 are directly owned by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are directly owned by BFF V-B and 1,408,679 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Spurlock, a member of BCMC V, may be deemed to have shared power to vote these shares.						
	OWNED BY EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER 0 shares						
	WITH	8	SHARED DISPOSITIVE POWER 12,852,570 shares, of which 9,827,630 are directly owned by BCP V, 1,204,259 are directly owned by BFF V, 230,569 are directly owned by BFF V-A, 181,433 are directly owned by BFF V-B and 1,408,679 are held in nominee form for the benefit of persons associated with BCMC V. BCMC V is the general partner of BCP V, BFF V, BFF V-A and BFF V-B, and Spurlock, a member of BCMC V, may be deemed to have shared power to dispose of these shares.						
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 12,852,570 REPORTING PERSON								
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES								
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			12.1%					
12	TYPE OF REPORTING PERSON			IN					

CUSIP NO. 91688B	F104
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This Amendment No. 1 amends and restates in its entirety the Schedule 13G previously filed by Benchmark Capital Partners V, L.P., a Delaware limited partnership ("BCP V"), Benchmark Founders' Fund V, L.P., a Delaware limited partnership ("BFF V"), Benchmark Founders' Fund V-A, L.P., a Delaware limited partnership ("BFF V-B"), Benchmark Capital Management Co. V, L.L.C., a Delaware limited liability company ("BCMC V"), and Alexandre Balkanski ("Balkanski"), Bruce W. Dunlevie ("Dunlevie"), Peter Fenton ("Fenton"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), Mitchell H. Lasky ("Lasky") and Steven M. Spurlock ("Spurlock") (together with all prior and current amendments thereto, this "Schedule 13G").

ITEM 1(A). NAME OF ISSUER

Upwork Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

441 Logue Avenue Mountain View, California 94043

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by BCP V, BFF V, BFF V-A, BFF V-B, BCMC V, and Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

BCMC V, the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B.

Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are members of BCMC V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by BCP V, BFF V, BFF V-A and BFF V-B.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each reporting person is:

Benchmark 2965 Woodside Road Woodside, California 94062

ITEM 2(C). <u>CITIZENSHIP</u>

BCP V, BFF V, BFF V-A and BFF V-B are Delaware limited partnerships. BCMC V is a Delaware limited liability company. Balkanski, Dunlevie, Fenton, Gurley, Harvey, Kagle, Lasky and Spurlock are United States Citizens.

ITEM 2(D) and (E). <u>TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER</u>

Common Stock CUSIP # 91688F104

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2018 (based on 106,299,106 shares of Common Stock of the issuer outstanding as of October 31, 2018 as reported by the issuer on Form 10-Q for the period ended September 30, 2018 and filed with the Securities and Exchange Commission on November 8, 2018).

(a) <u>Amount beneficially owned</u>:

See Row 9 of cover page for each Reporting Person.

(b) <u>Percent of Class</u>:

See Row 11 of cover page for each Reporting Person.

- (c) <u>Number of shares as to which such person has</u>:
 - (i) <u>Sole power to vote or to direct the vote</u>:

See Row 5 of cover page for each Reporting Person.

(ii) <u>Shared power to vote or to direct the vote</u>:

See Row 6 of cover page for each Reporting Person.

(iii) <u>Sole power to dispose or to direct the disposition of</u>:

See Row 7 of cover page for each Reporting Person.

(iv) <u>Shared power to dispose or to direct the disposition of</u>:

See Row 8 of cover page for each Reporting Person.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of BCP V, BFF V, BFF V-A and BFF V-B, and the limited liability company agreement of BCMC V, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

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ITEM 10. <u>CERTIFICATION</u>

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 15, 2019

BENCHMARK CAPITAL PARTNERS V, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND V, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND V-A, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND V-B, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. V, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock Steven M. Spurlock Managing Member

ALEXANDRE BALKANSKI BRUCE W. DUNLEVIE PETER FENTON J. WILLIAM GURLEY KEVIN R. HARVEY ROBERT C. KAGLE MITCHELL H. LASKY STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock Steven M. Spurlock Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

CUSIP NO. 91688F104	Ļ
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EXHIBIT INDEX

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Exhibit	Numbered Page
Exhibit A: Agreement of Joint Filing	20

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Upwork Inc. shall be filed on behalf of each Reporting Person. Note that copies of the applicable Agreement of Joint Filings are already on file with the appropriate agencies