

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 21, 2025

UPWORK INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-38678 (Commission File Number)	46-4337682 (IRS Employer Identification No.)
530 Lytton Avenue, Suite 301 Palo Alto, California (Address of Principal Executive Offices)		94301 (Zip Code)

Registrant's Telephone Number, Including Area Code: (650) 316-7500
Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, \$0.0001 par value per share	UPWK	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 21, 2025, Upwork Inc., or the Company, received notice from Olivier Marie of his decision to resign from his role as the Company's Chief Accounting Officer and principal accounting officer, effective as of August 19, 2025. Mr. Marie's resignation is not due to any disagreement relating to the Company's management, policies or practices.

Upon Mr. Marie's departure, Erica Gessert, the Company's Chief Financial Officer, will assume the role of the Company's interim principal accounting officer. Biographical information for Ms. Gessert may be found in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 25, 2025. There is no arrangement or understanding between Ms. Gessert and any other persons, pursuant to which Ms. Gessert was selected as interim principal accounting officer, no family relationships among any of the Company's directors or executive officers and Ms. Gessert, and Ms. Gessert does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Ms. Gessert will not receive any additional compensation for assuming the role of interim principal accounting officer, and no changes have been made to any plans or arrangements in which Ms. Gessert participates as a result of this appointment.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

UPWORK INC.

Date: July 24, 2025

By: _____
/s/ Erica Gessert
Erica Gessert
Chief Financial Officer