

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* MARRIOTT DAN (Last) (First) (Middle) C/O UPWORK INC. 441 LOGUE AVENUE (Street) MOUNTAIN CA 94043 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Upwork Inc. [UPWK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 10/05/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/05/2018		C		4,020,416	A	\$0 ⁽¹⁾	5,309,646	I	Held directly by SG Growth Partners I, L.P. ⁽²⁾
Common Stock								0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A-1 Preferred Stock	\$0 ⁽¹⁾	10/05/2018		C			1,200,000	(1)	(1)	Common Stock	1,200,000	\$0	0	I	Held directly by SG Growth Partners I, L.P. ⁽²⁾
Series A-2 Preferred Stock	\$0 ⁽¹⁾	10/05/2018		C			2,639,139	(1)	(1)	Common Stock	2,639,139	\$0	0	I	Held directly by SG Growth Partners I, L.P. ⁽²⁾
Series B-1 Preferred Stock	\$0 ⁽¹⁾	10/05/2018		C			181,277	(1)	(1)	Common Stock	181,277	\$0	0	I	Held directly by SG Growth Partners I, L.P. ⁽²⁾

Explanation of Responses:

- In connection with the consummation of the Issuer's initial public offering on October 5, 2018, each share of Preferred Stock automatically converted into one (1) share of the Issuer's Common Stock for no additional consideration, and had no expiration date. All shares of Common Stock issued upon conversion were aggregated.
- SGGP I, LLC, the general partner of SG Growth Partners I L.P. ("SG LP"), has sole voting and dispositive power over the shares held by SG LP. Voting decisions with respect to such shares are made by Kenneth A. Fox and Daniel C. Marriott, the Reporting Person and a member of the Issuer's board of directors, as the investment committee of SGGP I, LLC.

/s/ Jacob McQuown, Attorney-in-Fact 10/05/2018

** Signature of Reporting Person Date

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.