Form 144 Filer Information	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

	Form 144
FORM 144	NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK	0001753662
Filer CCC	XXXXXXXX
Is this a LIVE or TEST Filing?	◉ LIVE ○ TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer	UPWORK INC.
SEC File Number	001-38678
Address of Issuer	530 Lytton Avenue, Suite 301 Palo Alto CALIFORNIA 94301
Phone	(650) 316-7500
Name of Person for Whose Account the Securities are To Be Sold	HAYDEN BROWN

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer	Officer
Relationship to Issuer	Director

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common	Morgan Stanley Smith Barney LLC Executive Financial Services 1 New York Plaza 8th Floor New York NY 10004	30672	464036.69	133667123	11/18/2024	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
Common	11/18/2024	Restricted Stock	Issuer	☐		15064	11/18/2024	Not Applicable
Common	11/18/2024	Performance Shares	Issuer	☐		15608	11/18/2024	Not Applicable

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
HAYDEN BROWN 530 Lytton Avenue, Suite 301 Palo Alto CA 94301	Common	11/08/2024	10000	158462.00
HAYDEN BROWN 530 Lytton Avenue, Suite 301 Palo Alto CA 94301	Common	09/18/2024	9444	99833.47
HAYDEN BROWN 530 Lytton Avenue, Suite 301 Palo Alto CA 94301	Common	09/16/2024	20000	200164.00
HAYDEN BROWN 530 Lytton Avenue, Suite 301 Palo Alto CA 94301	Common	08/19/2024	31506	303973.04

144: Remarks and Signature

Remarks

Date of Notice   11/18/2024

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature   /s/ Hayden L. Brown

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)