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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

Upwork Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

46-4337682
(I.R.S. Employer
Identification No.)

**475 Brannan Street, Suite 430
San Francisco, California 94107**
(Address of Principal Executive Offices) (Zip Code)

**2018 Equity Incentive Plan
2018 Employee Stock Purchase Plan**
(Full titles of the plans)

Hayden Brown
President and Chief Executive Officer
Upwork Inc.
475 Brannan Street, Suite 430
San Francisco, California 94107
(650) 316-7500
(Name and address, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Gordon K. Davidson, Esq.
Ran D. Ben-Tzur, Esq.
Aman Singh, Esq.
Fenwick & West LLP
801 California Street
Mountain View, California 94041
(650) 988-8500**

**Brian Levey, Esq.
Chief Business Affairs and
Legal Officer & Secretary
Upwork Inc.
475 Brannan Street, Suite 430
San Francisco, California 95054
(650) 316-7500**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, Upwork Inc. (the "**Registrant**") is filing this Registration Statement with the Securities and Exchange Commission (the "**Commission**") to register 6,618,413 additional shares of common stock under the Registrant's 2018 Equity Incentive Plan and 1,058,946 additional shares of common stock under the Registrant's 2018 Employee Stock Purchase Plan pursuant to the provisions of those plans providing for an automatic annual increase in the number of shares reserved for issuance under such plans. This Registration Statement hereby incorporates by reference the contents of the Registrant's previous registration statements on Form S-8 filed with the Commission on October 3, 2018 (Registration No.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
<hr/> <i>/s/ Hayden Brown</i> Hayden Brown	President, Chief Executive Officer, and Director (Principal Executive Officer and Interim Principal Financial Officer)	February 16, 2023
<hr/> <i>/s/ Olivier Marie</i> Olivier Marie	Chief Accounting Officer and Treasurer (Principal Accounting Officer)	February 16, 2023
<hr/> <i>/s/ Gregory C. Gretsich</i> Gregory C. Gretsich	Director	February 16, 2023
<hr/> <i>/s/ Kevin Harvey</i> Kevin Harvey	Director	February 16, 2023
<hr/> <i>/s/ Thomas Layton</i> Thomas Layton	Director	February 16, 2023
<hr/> <i>/s/ Elizabeth Nelson</i> Elizabeth Nelson	Director	February 16, 2023
<hr/> <i>/s/ Leela Srinivasan</i> Leela Srinivasan	Director	February 16, 2023
<hr/> <i>/s/ Gary Steele</i> Gary Steele	Director	February 16, 2023
<hr/> <i>/s/ Anilu Vazquez-Ubarri</i> Anilu Vazquez-Ubarri	Director	February 16, 2023

Calculation of Filing Fee Tables

Form S-8
(Form Type)Upwork Inc.
(Exact Name of Registrant as Specified in its Charter)

Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽³⁾⁽⁴⁾	Maximum Aggregate Offering Price ⁽³⁾⁽⁴⁾	Fee Rate	Amount of Registration Fee
Equity	Common stock, \$0.0001 par value per share	Rule 457(c) and Rule 457(h)	7,677,359 ⁽²⁾	\$12.46	\$95,673,131	0.0001102	\$10,544
Total Offering Amounts							\$10,544
Total Fee Offsets⁽⁵⁾							—
Net Fee Due							\$10,544

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement on Form S-8 shall cover any additional shares of the common stock of Upwork Inc. (the “*Registrant*”) that become issuable under the 2018 Equity Incentive Plan (the “*2018 Plan*”) and the 2018 Employee Stock Purchase Plan (the “*Purchase Plan*”) by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents the following: (i) 6,618,413 shares of the Registrant’s common stock that were automatically added to the shares reserved for issuance under the 2018 Plan on January 1, 2023 resulting from the automatic annual increase pursuant to the provision of the plan in the number of authorized shares reserved and available for issuance under the 2018 Plan and (ii) 1,058,946 shares of the Registrant’s common stock that were automatically added to the shares reserved for issuance under the Purchase Plan on January 1, 2023 resulting from the automatic annual increase pursuant to the provision of the plan in the number of authorized shares reserved and available for issuance under the Purchase Plan.
- (3) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on February 10, 2023.
- (4) Estimated pursuant to Rules 457(c) and (h) of the Securities Act, solely for the purpose of calculating the registration fee, on the basis of the average of the high and low prices of the Registrant’s common stock as reported on The Nasdaq Global Select Market on February 10, 2023. Under the Purchase Plan, the purchase price of a share of common stock is equal to 85% of the fair market value of the Registrant’s common stock on the offering date or the purchase date, whichever is less.
- (5) The Registrant does not have any fee offsets.



801 California Street
Mountain View, CA 94041

650.988.8500
Fenwick.com

February 16, 2023

Upwork Inc.
475 Brannan Street, Suite 430
San Francisco, CA 94107

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel to Upwork Inc., a Delaware corporation (the "**Company**"), we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by the Company with the Securities and Exchange Commission (the "**Commission**") on or about February 16, 2023 in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of an aggregate of 7,677,359 shares (the "**Shares**") of the Company's Common Stock, \$0.0001 par value per share ("**Common Stock**"), subject to issuance by the Company (a) upon the exercise of stock options and the settlement of restricted stock units granted or to be granted under the Company's 2018 Equity Incentive Plan (the "**2018 Plan**") and (b) pursuant to purchase rights granted or to be granted under the Company's 2018 Employee Stock Purchase Plan (the "**Purchase Plan**" and together with the 2018 Plan, the "**Plans**").

As to matters of fact relevant to the opinions rendered herein, we have examined such documents, certificates and other instruments which we have deemed necessary or advisable, including a certificate addressed to us and dated the date hereof executed by the Company (the "Opinion Certificate"). We have not undertaken any independent investigation to verify the accuracy of any such information, representations or warranties or to determine the existence or absence of any fact, and no inference as to our knowledge of the existence or absence of any fact should be drawn from our representation of the Company or the rendering of the opinion set forth below. We have not considered parol evidence in connection with any of the agreements or instruments reviewed by us in connection with this letter.

In our examination of documents for purposes of this letter, we have assumed, and express no opinion as to, the genuineness and authenticity of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, that each document is what it purports to be, the conformity to originals of all documents submitted to us as copies or facsimile copies, the absence of any termination, modification or waiver of or amendment to any document reviewed by us (other than has been disclosed to us), the legal competence or capacity of all persons or entities (other than the Company) executing the same and (other than the Company) the due authorization, execution and delivery of all documents by each party thereto. We have also assumed the conformity of the documents filed with the Commission via the Electronic Data Gathering, Analysis and Retrieval System ("EDGAR"), except for required EDGAR formatting changes, to physical copies submitted for our examination.

The opinions in this letter are limited to the existing General Corporation Law of the State of Delaware now in effect. We express no opinion with respect to any other laws.

Based upon, and subject to, the foregoing, it is our opinion that the Shares, when issued and sold by the Company in accordance with the terms (including, without limitation, payment and authorization provisions) of the applicable Plan and the applicable form of award agreement thereunder, against the Company's receipt of payment therefor (in an amount and type of consideration not less than the par value per Share), and duly registered on the books of the transfer agent and registrar for the Shares in the name or on behalf of the holders thereof, will be validly issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to all references to us, if any, in the Registration Statement, the prospectuses constituting a part thereof and any amendments thereto. We do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

This opinion is intended solely for your use in connection with issuance and sale of the Shares subject to the Registration Statement and is not to be relied upon for any other purpose. In providing this letter, we are opining only as to the specific legal issues expressly set forth above, and no opinion shall be inferred as to any other matter or matters. This opinion is rendered on, and speaks only as of, the date of this letter first written above, and does not address any potential change in facts or law that may occur after the date of this opinion letter. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention, whether or not such occurrence would affect or modify any of the opinions expressed herein.

Very truly yours,

/s/ Fenwick & West LLP

FENWICK & WEST LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Upwork Inc. of our report dated February 16, 2023 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in Upwork Inc.'s Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP

San Jose, California
February 16, 2023