UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

		FORM 8-K	
	Pursuant to Section	Exchange Act of 1934	
	Date of Rep	port (Date of earliest event reported)	: June 7, 2024
		UPWORK INC	•
		Exact name of Registrant as Specified in Its Cha	rter)
	Delaware	001-38678	46-4337682
	(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
	475 Brannan Street, Suite 430 San Francisco, California (Address of Principal Executive Offices)		94107 (Zip Code)
	(Forme)————————————————————————————————————		ast Report)
_	owing provisions (see General Instructions A.2. below		
	Written communications pursuant to Rule 425 unde		
	Soliciting material pursuant to Rule 14a-12 under th		
	Pre-commencement communications pursuant to Ru	ale 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
	Pre-commencement communications pursuant to Ru	· · · · · · · · · · · · · · · · · · ·	7 CFR 240.13e-4(c))
Sec	curities 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
	icate by check mark whether the registrant is an emerg pter) or Rule 12b-2 of the Securities Exchange Act of		le 405 of the Securities Act of 1933 (§230.405 of this
Em	erging growth company □		
	n emerging growth company, indicate by check mark revised financial accounting standards provided pursua		he extended transition period for complying with any nect. \Box

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 7, 2024, Upwork Inc., or the Company, held its annual meeting of stockholders, or the Annual Meeting. At the Annual Meeting, there were present, in person or by proxy, holders of 105,055,621 shares of common stock, or approximately 79% of the total outstanding shares entitled to vote at the Annual Meeting, which constituted a quorum for the transaction of business. The holders present voted on the three proposals presented at the Annual Meeting as follows:

Proposal One - Election of Directors

The Company's stockholders approved the election of three directors, each to serve for a three-year term expiring at the 2027 annual meeting of stockholders and until such director's successor is elected and qualified, by the following votes:

Nominee	Votes For	Votes Against	Abstentions
Hayden Brown	74,055,928	18,405,369	613,348
Gregory C. Gretsch	73,174,745	19,302,333	597,567
Anilu Vazquez-Ubarri	73,809,747	18,574,660	690,238

There were also 11,980,976 broker non-votes on Proposal One.

Proposal Two - Ratification of Appointment of Independent Registered Accounting Firm

The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered accounting firm for the year ending December 31, 2024 by the following votes:

Votes For	Votes Against	Abstentions
104,497,424	460,415	97,782

There were no broker non-votes on Proposal Two.

Proposal Three - Advisory Vote on the Compensation of our Named Executive Officers

The Company's stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers.

Votes For	Votes Against	Abstentions
87,153,759	5,853,964	66,922

There were also 11,980,976 broker non-votes on Proposal Three.

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: June 10, 2024	By: /s/ Jacob McQuown	
		Jacob McQuown VPII, Deputy General Counsel