

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

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

1. Name and Address of Reporting Person* <b>SPURLOCK STEVEN M</b>  (Last) (First) (Middle) <b>2965 WOODSIDE ROAD</b>  (Street) <b>WOODSIDE CA 94062</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Upwork Inc. [ UPWK ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/08/2019</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <b>08/12/2019</b>	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	08/08/2019		J <sup>(1)</sup>		3,000,000	D	\$0.00	9,852,570	I	See footnote <sup>(2)</sup>
Common Stock	08/08/2019		J <sup>(1)</sup>		31,971	A	\$0.00	31,971	I	See footnote <sup>(3)</sup>
Common Stock	08/09/2019		S		1,517	D	\$15.7725 <sup>(4)</sup>	30,454	I	See footnote
Common Stock	08/08/2019		J <sup>(1)</sup>		113,272	A	\$0.00	113,272	I	See footnote <sup>(5)</sup>
Common Stock	08/08/2019		J <sup>(1)</sup>		16,305	A	\$0.00	16,305	I	See footnote <sup>(6)</sup>
Common Stock	08/08/2019		J <sup>(1)</sup>		106,285	A	\$0.00	106,285	I	See footnote <sup>(7)</sup>
Common Stock	08/09/2019		S		70,608	D	\$15.3971 <sup>(8)</sup>	35,677	I	See footnote <sup>(7)</sup>
Common Stock	08/08/2019		J <sup>(1)</sup>		38,820	A	\$0.00	38,820	I	See footnote <sup>(9)</sup>
Common Stock	08/09/2019		S		25,789	D	\$15.3971 <sup>(8)</sup>	13,031	I	See footnote <sup>(9)</sup>
Common Stock	08/08/2019		J <sup>(1)</sup>		120,118	A	\$0.00	120,118	I	See footnote <sup>(10)</sup>
Common Stock	08/09/2019		S		6,069	D	\$15.7725 <sup>(4)</sup>	114,049	I	See footnote <sup>(10)</sup>
Common Stock	08/08/2019		J <sup>(1)</sup>		126,485	A	\$0.00	126,485	I	See footnote <sup>(11)</sup>
Common Stock	08/09/2019		S		6,069	D	\$15.7725 <sup>(4)</sup>	120,416	I	See footnote <sup>(11)</sup>
Common Stock	08/08/2019		J <sup>(1)</sup>		1,398	A	\$0.00	1,398	I	See footnote <sup>(12)</sup>
Common Stock	08/08/2019		J <sup>(1)</sup>		121,813	A	\$0.00	121,813	I	See footnote <sup>(13)</sup>
Common Stock	08/08/2019		J <sup>(1)</sup>		56,365	A	\$0.00	56,365	I	See footnote <sup>(14)</sup>

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts call (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title of Underlying Derivative Security (Instr. 3 and 4)	9. Amount of Derivative Security (Instr. 5)	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
1. Name and Address of Reporting Person*												
<a href="#">SPURLOCK STEVEN M</a>												
(Last)	(First)	(Middle)										
2965 WOODSIDE ROAD												
(Street)												
WOODSIDE	CA	94062										
(City)	(State)	(Zip)										

1. Name and Address of Reporting Person\*

[BALKANSKI ALEXANDRE](#)

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[DUNLEVIE BRUCE](#)

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[FENTON PETER H](#)

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[GURLEY J WILLIAM](#)

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[KAGLE ROBERT](#)

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

LASKY MITCHELL

(Last)

(First)

(Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Represents a pro-rata, in-kind distribution by BCP V and its affiliated funds and associated persons, without additional consideration, to their respective partners, members and assigns.
2. Shares are held directly by Benchmark Capital Partners V, L.P. ("BCP V"), as nominee for BCP V, Benchmark Founders' Fund V, L.P. ("BFF V"), Benchmark Founders' Fund V-A, L.P. ("BFF V-A"), Benchmark Founders' Fund V-B, L.P. ("BFF V-B") and related persons. Benchmark Capital Management Co. V, L.L.C. ("BCMC V"), the general partner of BCP V, BFF V, BFF V-A and BFF V-B, may be deemed to have sole voting and dispositive power over such shares. Alexandre Balkanski, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock, the managing members of BCMC V, may be deemed to share voting and dispositive power over these shares. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such person's or entity's pecuniary interest in such securities).
3. Shares are held by Steven M. Spurlock's family trust.
4. The price reported in Column 4 is a weighed average price. These shares were sold in multiple transactions at prices ranging from \$15.51 to \$16.00, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
5. Shares are held by Alexandre Balkanski's family trust.
6. Shares are held by a limited partnership controlled by Alexandre Balkanski.
7. Shares are held by Bruce W. Dunlevie's family trust.
8. The price reported in Column 4 is a weighed average price. These shares were sold in multiple transactions at prices ranging from \$15.04 to \$16.01, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
9. Shares are held by a limited partnership controlled by Bruce W. Dunlevie.
10. Shares are held by Peter H. Fenton's trust.
11. Shares are held by J. William Gurley's trust.
12. Shares are held by a limited partnership controlled by J. William Gurley.
13. Shares are held by Robert C. Kagle.
14. Shares are held by Mitchell H. Lasky's family trust.

**Remarks:**

This report is one of three reports, each on a separate Form 4, but relating to the same transaction being filed by entities affiliated with Benchmark and their applicable members. This amended Form 4 is filed to check the box that the Reporting Persons are no longer subject to Section 16.

/s/ Steven M. Spurlock 09/17/2019

/s/ Steven M. Spurlock, by  
power of attorney for 09/17/2019  
Alexandre Balkanski

/s/ Steven M. Spurlock, by  
power of attorney for Bruce W. 09/17/2019  
Dunlevie

/s/ Steven M. Spurlock, by  
power of attorney for Peter H. 09/17/2019  
Fenton

/s/ Steven M. Spurlock, by  
power of attorney for J. 09/17/2019  
William Gurley

/s/ Steven M. Spurlock, by  
power of attorney for Robert C. 09/17/2019  
Kagle

/s/ Steven M. Spurlock, by  
power of attorney for Mitchell 09/17/2019  
H. Lasky

\*\* 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.