1. Name and Address of Reporting Person
   GRETSCH GREGORY C.
   C/O UPWORK INC.,
   475 BRANNAN STREET, SUITE 430
   SAN FRANCISCO, CA 94107
   (Last) (First) (Middle)

2. Issuer Name and Trading Symbol
   UPWORK, INC. [ UPWK ]

3. Date of Earliest Transaction (Month/Day/Year)
   06/09/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director
   Officer (give title below)
   Other (specify below)
   10% Owner

6. Individual or Joint/Group Filing (Check Applicable Line)
   Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication
   [ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

---

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 4)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>06/09/2023</td>
<td></td>
<td>A</td>
<td>22,424</td>
<td>262,273</td>
<td>D</td>
<td>Direct (D)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/09/2023</td>
<td></td>
<td>A</td>
<td>6,666</td>
<td>268,939</td>
<td>D</td>
<td>Direct (D)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>716,795</td>
<td>I</td>
<td>See footnote (3)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>25,944</td>
<td>I</td>
<td>See footnote (4)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1,131,592</td>
<td>I</td>
<td>See footnote (5)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>723,238</td>
<td>I</td>
<td>See footnote (6)</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 4)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Code V (A) (D)日期 权益到期日</td>
<td>Amount or Number of Shares</td>
<td>Title 权益数量</td>
<td>日期 数量</td>
<td>日期</td>
<td>标题</td>
<td>Number of derivative Securities Beneficially Owned</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Represents an award of RSUs. The RSUs vest 100% on the earlier of (a) the date immediately prior to the Issuer's 2024 annual meeting of stockholders and (b) June 9, 2024, in each case subject to the continuing service of the Reporting Person through such date.

2. Represents an award of RSUs. The RSUs vest quarterly over four quarters (with the first such vesting date occurring on September 30, 2023), subject to the continuing service of the Reporting Person on each vesting date; provided, however, that the final quarterly installment shall fully vest on the earlier of (a) the date immediately prior to the Issuer's 2024 annual meeting of stockholders and (b) the date that is the last day of the last full quarter of the vesting of such award, in each case subject to the continuing service of the Reporting Person through such date.

3. Shares are held by a trust for the benefit of the Reporting Person and his spouse.

4. Shares are held by a limited partnership controlled by the Reporting Person.

5. Shares are held by a trust for the benefit of the Reporting Person and his spouse.

6. Shares are held by a trust for the benefit of the Reporting Person.

**Remarks:**

/s/Jacob McQuown, Attorney-in-Fact 06/13/2023

**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).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.