

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>LAYTON THOMAS</u> (Last) (First) (Middle) C/O UPWORK INC., 475 BRANNAN STREET, SUITE 430 (Street) SAN FRANCISCO CA 94107 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UPWORK, INC [UPWK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairperson</p>
	3. Date of Earliest Transaction (Month/Day/Year) 11/15/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	11/15/2021		s ⁽¹⁾		55,630	D	\$46.1651 ⁽²⁾	4,006,878 ⁽³⁾	I	See footnote ⁽⁴⁾
Common Stock	11/15/2021		s ⁽¹⁾		13,219	D	\$47.1676 ⁽⁵⁾	3,993,659	I	See footnote ⁽⁴⁾
Common Stock	11/16/2021		s ⁽¹⁾		13,432	D	\$45.289 ⁽⁶⁾	3,980,227	I	See footnote ⁽⁴⁾
Common Stock	11/17/2021		s ⁽¹⁾		8,252	D	\$45.4879 ⁽⁷⁾	3,971,975	I	See footnote
Common Stock								8,148 ⁽³⁾	D	
Common Stock								135,911	I	See footnote ⁽⁸⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The reported sales transaction was executed by the Reporting Person in connection with a negotiation of separation of assets in anticipation of a potential divorce settlement agreement.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.82 to \$46.81 per share, 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The amount of securities reflects the acquisition and immediate transfer without consideration by the Reporting Person to Thomas H. Layton or Gabrielle M. Layton, or their successors, as trustees of the Layton Community Property Trust dated November 29, 1999, as amended (the "Trust"), of 15,895 shares of the Issuer's Common Stock on November 5, 2021, which voluntary transaction was not reported on the Form 4 filed on November 8, 2021 due to an administrative error. The 15,895 transferred shares were sold by the Trust instead of by the Reporting Person on November 5, 2021, as was reported on the Form 4 filed on November 8, 2021.
- Held by Thomas H. Layton or Gabrielle M. Layton, or their successors, as trustees of the Layton Community Property Trust dated November 29, 1999, as amended.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.82 to \$47.67 per share, 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.25 to \$45.34 per share, 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.25 to \$45.94 per share, 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 written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Held by Thomas Layton, Trustee of the Thomas H. Layton Separate Property Revocable Trust dtd 11/29/99.

Remarks:

/s/Jacob McQuown, Attorney- 11/17/2021

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.

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