

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK 0001809355
Filer CCC XXXXXXXXX
Is this a LIVE or TEST Filing? LIVE TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer UPWORK, INC
SEC File Number 001-38678
Address of Issuer 475 BRANNAN STREET
SUITE 430
SAN FRANCISCO
CALIFORNIA
94107
Phone 650-316-7500
Name of Person for Whose Account the Securities are To Be Sold Gilpin Eric

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Officer

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common	Morgan Stanley Smith Barney LLC 1 New York Plaza 38th Floor New York NY 10004	62941	874879.00	134883597	08/23/2023	NASDAQ

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the	Date you	Nature of	Name of	Is	Date	Amount of	Date of	Nature of
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Class	Acquired	Acquisition Transaction	Person from Whom Acquired	this a Gift?	Donor Acquired	Securities Acquired	Payment	Payment *
Common	05/14/2018	Shares Purchased through Employee Stock Purchase Plan	Issuer	<input type="checkbox"/>		1642	05/14/2018	Cash
Common	05/14/2020	Shares Purchased through Employee Stock Purchase Plan	Issuer	<input type="checkbox"/>		964	05/14/2020	Cash
Common	11/13/2020	Shares Purchased through Employee Stock Purchase Plan	Issuer	<input type="checkbox"/>		1081	11/13/2020	Cash
Common	05/14/2021	Shares Purchased through Employee Stock Purchase Plan	Issuer	<input type="checkbox"/>		1065	05/14/2021	Cash
Common	11/12/2021	Shares Purchased through Employee Stock Purchase Plan	Issuer	<input type="checkbox"/>		997	11/12/2021	Cash
Common	05/13/2022	Shares Purchased through Employee Stock Purchase Plan	Issuer	<input type="checkbox"/>		555	05/13/2022	Cash
Common	11/15/2022	Shares Purchased through Employee Stock Purchase Plan	Issuer	<input type="checkbox"/>		1677	11/15/2022	Cash
Common	02/18/2021	Restricted stock vesting under a registered plan	Issuer	<input type="checkbox"/>		3346	02/18/2021	Cash
Common	05/18/2021	Restricted stock vesting under a registered plan	Issuer	<input type="checkbox"/>		3945	05/18/2021	Not Applicable
Common	11/18/2021	Restricted stock vesting under a registered plan	Issuer	<input type="checkbox"/>		2015	11/18/2021	Not Applicable
Common	02/18/2022	Restricted stock vesting under a registered plan	Issuer	<input type="checkbox"/>		4287	02/18/2022	Not Applicable
Common	05/18/2022	Restricted stock vesting under a registered plan	Issuer	<input type="checkbox"/>		5936	05/18/2022	Not Applicable
Common	08/18/2022	Restricted stock vesting under a registered plan	Issuer	<input type="checkbox"/>		6096	08/18/2022	Not Applicable
Common	11/18/2022	Restricted stock vesting under a registered plan	Issuer	<input type="checkbox"/>		7309	11/18/2022	Not Applicable
Common	02/18/2022	Restricted stock vesting under a registered plan	Issuer	<input type="checkbox"/>		11950	02/18/2023	Not Applicable
Common	05/18/2023	Restricted stock vesting under a registered plan	Issuer	<input type="checkbox"/>		10076	05/18/2023	Not Applicable

* If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report

144: Remarks and Signature

Remarks

Date of Notice

08/24/2023

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature

/s/ Eric Gilpin

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)