UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

	I	FORM 8-K	
Pursuai		RRENT REPORT 5(d) of the Securities Excl	hange Act of 1934
	Date of Report (Date of	earliest event reported): Marc	ch 10, 2020
		WORK INC. Registrant as Specified in Its Charter)	
Delaware		001-38678	46-4337682
(State or Other Jurisdiction of Incorporation)	(Соп	nmission File Number)	(IRS Employer Identification No.)
2625 Augustine Drive, Suite 60 Santa Clara, California (Address of Principal Executive Offices)	1		95054 (Zip Code)
Ro	egistrant's Telephone Nu	ımber, Including Area Code: ((650) 316-7500
	· ·	, contract of the contract of	, , , , , , , , , , , , , , , , , , , ,
	(Former Name or Fo	Not Applicable rmer Address, if Changed Since Last Rep	port)
Check the appropriate box below if the For following provisions (see General Instructi	_	o simultaneously satisfy the filin	ng obligation of the registrant under any of the
☐ Written communications pursuant to Ru	ale 425 under the Securition	es Act (17 CFR 230.425)	
☐ Soliciting material pursuant to Rule 14a	-12 under the Exchange	Act (17 CFR 240.14a-12)	
☐ Pre-commencement communications pu	ırsuant to Rule 14d-2(b) เ	under the Exchange Act (17 CFR	R 240.14d-2(b))
☐ Pre-commencement communications pu	ırsuant to Rule 13e-4(c) u	nder the Exchange Act (17 CFR	2 240.13e-4(c))
Securities registered pursuant to Section 12	(b) of the Act:		
Title of Each Class Common Stock, \$0.0001 par v	value per share	Trading Symbol UPWK	Name of Each Exchange on Which Registered The Nasdaq Stock Market LLC
Indicate by check mark whether the registre chapter) or Rule 12b-2 of the Securities Ex			5 of the Securities Act of 1933 (§230.405 of this
Emerging growth company \square			
If an emerging growth company, indicate b or revised financial accounting standards p			stended transition period for complying with any ne

Item 5.02 Departure of Directors or Certain Officers; ECCETAIN Officers.	Election of Directors; App	ointment of Certain Officers; Compensation Arrangements of
(b)		
Kasriel had previously announced in December 2019 that	t he was not intending to	(the "Company") Board of Directors, effective March 10, 2020. Mr. stand for re-election at the Company's 2020 annual meeting of ith the Company on any matter relating to its operations, policies or
	SIGNATURES	
Pursuant to the requirements of the Securities Exchange Act thereunto duly authorized.	of 1934, the registrant has o	duly caused this report to be signed on its behalf by the undersigned
·	Upwork	Inc.
Date: March 16, 2020	Ву:	/s/ Brian Levey
		Brian Levey Chief Business Affairs and Legal Officer & Secretary