

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>HARVEY KEVIN</u>  (Last) (First) (Middle) <u>C/O BENCHMARK,</u> <u>2965 WOODSIDE ROAD</u>  (Street) <u>WOODSIDE CA 94062</u>  (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) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/01/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	06/01/2021		A		4,069 <sup>(1)</sup>	A	\$0.00	40,607	D	
Common Stock	06/01/2021		A		1,316 <sup>(2)</sup>	A	\$0.00	41,923	D	
Common Stock								1,751,315	I	See footnote <sup>(3)</sup>
Common Stock								748,164	I	See footnote <sup>(4)</sup>

**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)					

**Explanation of Responses:**

- Represents an award of RSUs. The RSUs vest 100% on the earlier of (a) the date immediately prior to the Issuer's 2022 annual meeting of stockholders and (b) June 1, 2022, in each case subject to the continuing service of the Reporting Person through such date.
- Represents an award of RSUs. The RSUs vest quarterly over four quarters (with the first such vesting date occurring on September 30, 2021), 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 2022 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.
- Shares are held by a limited liability company controlled by the Reporting Person.
- Shares are held by the Reporting Person's family trust.

**Remarks:**

/s/ An-Yen Hu, by power of attorney for Kevin R. Harvey 06/03/2021

\*\* 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.

BENCHMARK  
POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each entity listed on Schedule A attached hereto (each a "Granting Entity," and collectively the "Granting Entities") and each person listed on Schedule B attached hereto (each, a "Granting Equity Holder" and collectively, the "Granting Equity Holders"), hereby constitutes and appoints AN-YEN E. HU its true and lawful attorney-in- fact (the "Attorney-in-Fact") to act for and on behalf of such person in its own capacity and in its capacity as a manager, member, general partner or similar control person ("Control Person") of any other Granting Entity to:

a. execute contracts, agreements, instruments, certificates and documents that arise in the ordinary course of business on behalf of such person in its own capacity and in its capacity as a Control Person in accordance with and subject to the provisions of the relevant governing documents of such person and applicable law, including, but not limited to, stock powers, stock purchase agreements, voting agreements, co-sale agreements, investor rights agreements, management rights agreements, proxies, ballots, indemnification agreements, waivers, stockholder written consents or amendments or modifications to any of the foregoing, and documents related to opening and maintaining bank and brokerage accounts;

b. execute, individually or jointly with any other reporting persons, any and all reports, notices, communications and other documents (including, but not limited to, reports or filings on Form ADV, Form D, Schedule 13D, Schedule 13G, Form 13-F, Form 13H, Form 3, Form 4, Form 5 and any applicable registration statements) that such Granting Entity or Granting Equity Holder may be required to file with any foreign or domestic regulatory authority, including, but not limited to, the United States Securities and Exchange Commission pursuant to the Securities Act of 1933, the Securities Exchange Act of 1934, the Investment Company Act of 1940 or the Investment Advisers Act of 1940, each as amended and with the implementing rules and regulations thereto (collectively, the "Reports") with respect to such person's (i) status as an officer, member or director of, or (ii) ownership of, or transactions in, securities of, any entity whose securities are beneficially owned (directly or indirectly) by such person;

c. do and perform any and all acts for and on behalf of such Granting Entity or Granting Equity Holder that may be necessary or desirable to complete and execute any such Reports and timely file such forms, reports, notices and schedules with the United States Securities and Exchange Commission and any stock exchange or other domestic or foreign authority; and

d. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, such Granting Entity or Granting Equity Holder, it being understood that the documents executed by such attorney-in-fact on behalf of such person, pursuant to this Power of Attorney, shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

Each Granting Entity and Granting Equity Holder hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such person might or could do if personally present, with full power of revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. Each Granting Entity and Granting Equity Holder acknowledges that no such attorney-in-fact, in serving in such capacity at the request of such person, is hereby assuming, nor is any other Granting Entity or Granting Equity Holder hereby assuming, any of such person's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934 or otherwise.

One or more additional Granting Entities or Granting Equity Holders may become a party to this Power of Attorney after the date hereof without the consent of any of the other parties hereto by executing a counterpart to this Power of Attorney. Schedule A and Schedule B shall be amended from time to time by the attorney-in-fact to reflect the addition or removal of any Granting Entity or Granting Equity Holder.

This Power of Attorney shall remain in full force and effect with respect to a Granting Entity or a Granting Equity Holder until the delivery by such Granting Entity or Granting Equity Holder to the Attorney-in-Fact at his last known business address of a written revocation, in whole or in part, of this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed effective as of July 13, 2020.

GRANTING ENTITIES

BENCHMARK CAPITAL HOLDINGS CO., L.L.C.

By: Name: Steven M. Spurlock  
Title: Member

BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C.

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL MANAGEMENT CO. V, L.L.C.

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C.

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL MANAGEMENT CO. VII, L.L.C.

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL MANAGEMENT CO. VIII, L.L.C.

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL MANAGEMENT CO. IX, L.L.C.

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL MANAGEMENT CO. X, L.L.C.

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL PARTNERS IV, L.P.

By: Benchmark Capital Management Co. IV, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND IV, L.P.

By: Benchmark Capital Management Co. IV, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND IV-A, L.P.

By: Benchmark Capital Management Co. IV, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND IV-B, L.P.

By: Benchmark Capital Management Co. IV, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND IV-X, L.P.

By: Benchmark Capital Management Co. IV, L.L.C., its general partner

BENCHMARK CAPITAL PARTNERS V, L.P.

By: Benchmark Capital Management Co. V, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND V, L.P.

By: Benchmark Capital Management Co. V, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND V-A, L.P.  
By: Benchmark Capital Management Co. V, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND V-B, L.P.  
By: Benchmark Capital Management Co. V, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL PARTNERS VI, L.P.  
By: Benchmark Capital Management Co. VI, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND VI, L.P.  
By: Benchmark Capital Management Co. VI, L.L.C., its general partner

By: Name: Steven M. Spurlock

BENCHMARK FOUNDERS' FUND VI-B, L.P.  
By: Benchmark Capital Management Co. VI, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL PARTNERS VII, L.P.  
By: Benchmark Capital Management Co. VII, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND VII, L.P.  
By: Benchmark Capital Management Co. VII, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND VII-B, L.P.  
By: Benchmark Capital Management Co. VII, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL PARTNERS VII-ANNEX, L.P.  
By: Benchmark Capital Management Co. VII, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL PARTNERS VIII, L.P.  
By: Benchmark Capital Management Co. VIII, L.L.C., its general partner

By: Name: Steven M. Spurlock Title: Managing Member

BENCHMARK FOUNDERS' FUND VIII, L.P.  
By: Benchmark Capital Management Co. VIII, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND VIII-B, L.P.  
By: Benchmark Capital Management Co. VIII, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK CAPITAL PARTNERS IX, L.P.  
By: Benchmark Capital Management Co. IX, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND IX, L.P.  
By: Benchmark Capital Management Co. IX, L.L.C., its general partner

By: Name: Steven M. Spurlock  
Title: Managing Member

BENCHMARK FOUNDERS' FUND IX-A, L.P.

By: Benchmark Capital Management Co. IX, L.L.C., its general partner

By: Name: Steven M. Spurlock

Title: Managing Member

BENCHMARK FOUNDERS' FUND IX-B, L.P.

By: Benchmark Capital Management Co. IX, L.L.C., its general partner

By: Name: Steven M. Spurlock

Title: Managing Member

BENCHMARK WS SPV, L.P.

By: Benchmark Capital Management Co. IX, L.L.C., its general partner

By: Name: Steven M. Spurlock

Title: Managing Member

BENCHMARK CAPITAL PARTNERS X, L.P.

By: Benchmark Capital Management Co. X, L.L.C., its general partner

By: Name: Steven M. Spurlock

Title: Managing Member

BENCHMARK FOUNDERS' FUND X, L.P.

By: Benchmark Capital Management Co. X, L.L.C., its general partner

By: Name: Steven M. Spurlock

Title: Managing Member

BENCHMARK FOUNDERS' FUND X-A, L.P.

By: Benchmark Capital Management Co. X, L.L.C., its general partner

By: Name: Steven M. Spurlock

Title: Managing Member

BENCHMARK FOUNDERS' FUND X-B, L.P.

By: Benchmark Capital Management Co. X, L.L.C., its general partner

By: Name: Steven M. Spurlock

Title: Managing Member

BENCHMARK ISRAEL II, L.P.

By: BCPI Partners II, L.P., its General Partner By: BCPI Corporation II, its General Partner

By: Steven M. Spurlock

Officer

BCPI PARTNERS II, L.P.

By: BCPI Partners II, L.P., its General Partner By: BCPI Corporation II, its General Partner

By: Steven M. Spurlock

Officer

BCPI CORPORATION II

By: Steven M. Spurlock

Officer

GRANTING EQUITY HOLDERS

By: Alexandre Balkanski

By: Matthew R. Cohler

By: Bruce W. Dunlevie

By: Michael Eisenberg

By: Peter H. Fenton

By: J. William Gurley

By: Kevin R. Harvey

By: Robert C. Kagle  
By: Mitchell H. Lasky  
By: Arad Naveh  
By: Chetan Puttagunta  
By: Steven M. Spurlock  
By: Sarah E. Tavel  
By: Eric H. Vishria

#### SCHEDULE A

GRANTING ENTITIES BENCHMARK CAPITAL HOLDINGS CO., L.L.C.  
BENCHMARK CAPITAL MANAGEMENT CO. IV, L.L.C.  
BENCHMARK CAPITAL MANAGEMENT CO. V, L.L.C.  
BENCHMARK CAPITAL MANAGEMENT CO. VI, L.L.C.  
BENCHMARK CAPITAL MANAGEMENT CO. VII, L.L.C.  
BENCHMARK CAPITAL MANAGEMENT CO. VIII, L.L.C.  
BENCHMARK CAPITAL MANAGEMENT CO. IX, L.L.C.  
BENCHMARK CAPITAL MANAGEMENT CO. X, L.L.C.  
BENCHMARK CAPITAL PARTNERS IV, L.P.  
BENCHMARK FOUNDERS' FUND IV, L.P.  
BENCHMARK FOUNDERS' FUND IV-A, L.P.  
BENCHMARK FOUNDERS' FUND IV-B, L.P.  
BENCHMARK FOUNDERS' FUND IV-X, L.P.  
BENCHMARK CAPITAL PARTNERS V, L.P.  
BENCHMARK FOUNDERS' FUND V, L.P.  
BENCHMARK FOUNDERS' FUND V-A, L.P.  
BENCHMARK FOUNDERS' FUND V-B, L.P.  
BENCHMARK CAPITAL PARTNERS VI, L.P.  
BENCHMARK FOUNDERS' FUND VI, L.P.  
BENCHMARK FOUNDERS' FUND VI-B, L.P.  
BENCHMARK CAPITAL PARTNERS VII, L.P.  
BENCHMARK FOUNDERS' FUND VII, L.P.  
BENCHMARK FOUNDERS' FUND VII-B, L.P.  
BENCHMARK CAPITAL PARTNERS VII-ANNEX, L.P.  
BENCHMARK CAPITAL PARTNERS VIII, L.P.  
BENCHMARK FOUNDERS' FUND VIII, L.P.  
BENCHMARK FOUNDERS' FUND VIII-B, L.P.  
BENCHMARK CAPITAL PARTNERS IX, L.P.  
BENCHMARK FOUNDERS' FUND IX, L.P.  
BENCHMARK FOUNDERS' FUND IX-A, L.P.  
BENCHMARK FOUNDERS' FUND IX-B, L.P.  
BENCHMARK WS SPV, L.P.  
BENCHMARK CAPITAL PARTNERS X, L.P.  
BENCHMARK FOUNDERS' FUND X, L.P.  
BENCHMARK FOUNDERS' FUND X-A, L.P.  
BENCHMARK FOUNDERS' FUND X-B, L.P.  
BENCHMARK ISRAEL II, L.P.  
BCPI PARTNERS II, L.P.  
BCPI CORPORATION II

#### SCHEDULE B

##### GRANTING EQUITY HOLDERS

Alexandre Balkanski  
Matthew R. Cohler  
Bruce W. Dunlevie  
Michael Eisenberg  
Peter H. Fenton  
J. William Gurley  
Kevin R. Harvey  
Robert C. Kagle  
Mitchell H. Lasky  
Arvad Naveh  
Chetan Puttagunta  
Steven M. Spurlock  
Sarah E. Tavel  
Eric H. Vishria