

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),  
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 1)\*

**UPWORK INC.**

(Name of Issuer)

**COMMON STOCK**

(Title of Class of Securities)

**91688F104**

(CUSIP Number)

**DECEMBER 31, 2019**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)  
Sigma Partners 6, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  (1)

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3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

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5. Sole Voting Power  
6,594,415 shares (2)

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6. Shared Voting Power  
0

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7. Sole Dispositive Power  
6,594,415 shares (2)

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8. Shared Dispositive Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
6,594,415 shares (2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
5.9% (3)

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12. Type of Reporting Person (See Instructions)  
PN

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(1) This Schedule 13G is filed by Sigma Partners 6, L.P. ("SP 6"), Sigma Associates 6, L.P. ("SA 6") and Sigma Investors 6, L.P. ("SI 6"), Sigma Management 6, L.L.C. ("SM 6" and, together with SP 6, SA 6 and SI 6, the "Sigma Entities"). The Sigma Entities expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) The shares are held by SP 6. SM 6 is the sole general partner of the Sigma Entities and owns no shares of the issuer directly. SM 6 holds voting and dispositive power over the shares held by the Sigma Entities.

(3) The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2019 (based on 112,020,807 shares of Common Stock of the issuer outstanding as of October 31, 2019 as reported by the issuer on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2019).

1. Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)  
Sigma Associates 6, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  (1)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
Delaware

---

5. Sole Voting Power  
528,378 shares (2)

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
0

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7. Sole Dispositive Power  
528,378 shares (2)

---

8. Shared Dispositive Power  
0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
528,378 shares (2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
0.5% (3)

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12. Type of Reporting Person (See Instructions)  
PN

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(1) This Schedule 13G is filed by Sigma Partners 6, L.P. ("SP 6"), Sigma Associates 6, L.P. ("SA 6") and Sigma Investors 6, L.P. ("SI 6"), Sigma Management 6, L.L.C. ("SM 6" and, together with SP 6, SA 6 and SI 6, the "Sigma Entities"). The Sigma Entities expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) The shares are held by SA 6. SM 6 is the sole general partner of the Sigma Entities and owns no shares of the issuer directly. SM 6 holds voting and dispositive power over the shares held by the Sigma Entities.

(3) The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2019 (based on 112,020,807 shares of Common Stock of the issuer outstanding as of October 31, 2019 as reported by the issuer on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2019).

1. Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)  
Sigma Investors 6, L.P.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  (1)

---

3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

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5. Sole Voting Power  
94,296 shares (2)

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
0

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7. Sole Dispositive Power  
94,296 shares (2)

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8. Shared Dispositive Power  
0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
94,296 shares (2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
0.1% (3)

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12. Type of Reporting Person (See Instructions)  
PN

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(1) This Schedule 13G is filed by Sigma Partners 6, L.P. ("SP 6"), Sigma Associates 6, L.P. ("SA 6") and Sigma Investors 6, L.P. ("SI 6"), Sigma Management 6, L.L.C. ("SM 6" and, together with SP 6, SA 6 and SI 6, the "Sigma Entities"). The Sigma Entities expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) The shares are held by SI 6. SM 6 is the sole general partner of the Sigma Entities and owns no shares of the issuer directly. SM 6 holds voting and dispositive power over the shares held by the Sigma Entities.

(3) The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2019 (based on 112,020,807 shares of Common Stock of the issuer outstanding as of October 31, 2019 as reported by the issuer on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2019).

1. Name of Reporting Persons I.R.S. Identification No(s). of above person(s) (entities only)  
Sigma Management 6, L.L.C.

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)  (1)

---

3. SEC Use Only

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4. Citizenship or Place of Organization  
Delaware

---

5. Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
7,217,089 shares (2)

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7. Sole Dispositive Power  
0

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8. Shared Dispositive Power  
7,217,089 shares (2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,217,089 shares (2)

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
6.4%

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12. Type of Reporting Person (See Instructions)  
OO

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(1) This Schedule 13G is filed by Sigma Partners 6, L.P. ("SP 6"), Sigma Associates 6, L.P. ("SA 6") and Sigma Investors 6, L.P. ("SI 6"), Sigma Management 6, L.L.C. ("SM 6" and, together with SP 6, SA 6 and SI 6, the "Sigma Entities"). The Sigma Entities expressly disclaim status as a "group" for purposes of this Schedule 13G.

(2) Includes: (i) 6,594,415 shares held by SP 6; (ii) 528,378 shares held by SA 6; and (iii) 94,296 shares held by SI 6. SM 6 is the sole general partner of the Sigma Entities and owns no shares of the issuer directly. SM 6 holds voting and dispositive power over the shares held by the Sigma Entities.

(3) The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2019 (based on 112,020,807 shares of Common Stock of the issuer outstanding as of October 31, 2019 as reported by the issuer on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2019).

<b>Item 1(a)</b>	Name of Issuer Upwork Inc.
<b>Item 1(b)</b>	Address of Issuer's Principal Executive Offices 441 Logue Avenue Mountain View, CA 94043
<b>Item 2(a)</b>	Name of Person Filing Sigma Partners 6, L.P. ("SP 6") Sigma Associates 6, L.P. ("SA 6") Sigma Investors 6, L.P. ("SI 6") Sigma Management 6, L.L.C. ("SM 6")
<b>Item 2(b)</b>	Address of Principal Business Office or, if none, Residence 2105 South Bascom Avenue, Suite 370 Campbell, CA 95008
<b>Item 2(c)</b>	Citizenship SP 6 - Delaware SA 6 - Delaware SI 6 - Delaware SM 6 - Delaware
<b>Item 2(d)</b>	Title of Class of Securities Common Stock
<b>Item 2(e)</b>	CUSIP Number 91688F104
<b>Item 3</b>	Not applicable.

**Item 4 Ownership**

<b>Sigma Entity</b>	<b>Shares Held Directly</b>	<b>Sole Voting Power</b>	<b>Shared Voting Power</b>	<b>Sole Dispositive Power</b>	<b>Shared Dispositive Power</b>	<b>Beneficial Ownership</b>	<b>Percentage of Class</b>
SP 6	6,594,415	6,594,415	0	6,594,415	0	6,594,415	5.9%
SA 6	528,378	528,378	0	528,378	0	528,378	0.5%
SI 6	94,296	94,296	0	94,296	0	94,296	0.1%
SM 6	0	0	7,217,089	0	7,217,089	7,217,089	6.4%

**Item 5 Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6 Ownership of More than Five Percent of Another Person**

Not applicable.

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not applicable.

**Item 8 Identification and Classification of Members of the Group**

Not applicable.

**Item 9 Notice of Dissolution of Group**

Not applicable.

**Item 10 Certification**

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 10, 2020

SIGMA PARTNERS 6, L.P.

BY: SIGMA MANAGEMENT 6, L.L.C.  
ITS: GENERAL PARTNER

By: /s/ Gregory Gretsch  
Gregory Gretsch  
Managing Director

SIGMA ASSOCIATES 6, L.P.

BY: SIGMA MANAGEMENT 6, L.L.C.  
ITS: GENERAL PARTNER

By: /s/ Gregory Gretsch  
Gregory Gretsch  
Managing Director

SIGMA INVESTORS 6, L.P.

BY: SIGMA MANAGEMENT 6, L.L.C.  
ITS: GENERAL PARTNER

By: /s/ Gregory Gretsch  
Gregory Gretsch  
Managing Director

SIGMA MANAGEMENT 6, L.L.C.

By: /s/ Gregory Gretsch  
Gregory Gretsch  
Managing Director

EXHIBIT INDEX

Exhibit No.

99.1 [Agreement pursuant to 13d-1\(k\)\(1\) among Sigma Partners 6, L.P., Sigma Associates 6, L.P., Sigma Investors 6, L.P. and Sigma Management 6, L.L.C.](#)

## AGREEMENT

Pursuant to Rule 13d-1(k)(1) promulgated pursuant to the Securities Exchange Act of 1934, as amended, the undersigned agree that the attached Schedule 13G is being filed on behalf of each of the undersigned.

February 10, 2020

SIGMA PARTNERS 6, L.P.

BY: SIGMA MANAGEMENT 6, L.L.C.  
ITS: GENERAL PARTNER

By: /s/ Gregory Gretsch  
Gregory Gretsch  
Managing Director

SIGMA ASSOCIATES 6, L.P.

BY: SIGMA MANAGEMENT 6, L.L.C.  
ITS: GENERAL PARTNER

By: /s/ Gregory Gretsch  
Gregory Gretsch  
Managing Director

SIGMA INVESTORS 6, L.P.

BY: SIGMA MANAGEMENT 6, L.L.C.  
ITS: GENERAL PARTNER

By: /s/ Gregory Gretsch  
Gregory Gretsch  
Managing Director

SIGMA MANAGEMENT 6, L.L.C.

By: /s/ Gregory Gretsch  
Gregory Gretsch  
Managing Director

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