FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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_	Check this box if no longer subject to Section 16. Form 4 or Form 5
\cup	obligations may continue. See
	Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 [*] Steele Gary						2. Issuer Name and Ticker or Trading Symbol <u>UPWORK, INC</u> [UPWK]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last)	(Fi	First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 06/09/2023									er (give title		Other (below)	
C/O UPWORK INC., 475 BRANNAN STREET, SUITE 430					4. If Amendment, Date of Original Filed (Month/Day/Year)									ne)	,			
(Street) SAN	SAN													Form	Form filed by More than One Reporting Person			
FRANC	ISCO CA	¥ 9		Rule 10b5-1(c) Transaction Indication														
(City)	(St	ate) (2	Zip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													
		Table	I - No	on-Deriva	tive S	Secur	ities Acc	uired,	Dis	posed of	f, or	r Ben	efici	ally Ow	ned			
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day)				Execution Date,		ition Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			(A) or . 3, 4 a	nd Secur	icially d	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	v	Amount	(A) or (D) Pri		Price	Trans	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock 06/09/20					023	3 A 22,424 ⁽¹⁾		.)	Α	\$ <mark>0.</mark> (00 7	70,069		D				
Common Stock 06/09/20					023	23 A		A		6,666 ⁽²⁾		Α	\$ <mark>0.(</mark>	00 7	76,735		D	
		Tab	ole II ·	· Derivativ (e.g., pu			ies Acqu varrants,								ed			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu if any	eemed ution Date, th/Day/Year)		action (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	(Month/Day/ tive ties ed ed		te	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4		f g	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	y	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownershij (Instr. 4)

Explanation of Responses:

1. Represents an award of RSUs. The RSUs vest 100% on the earlier of (a) the date immediately prior to the Issuer's 2024 annual meeting of stockholders and (b) June 9, 2024, in each case subject to the continuing service of the Reporting Person through such date.

Date

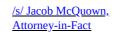
Exercisable

Expiration

Date

2. Represents an award of RSUs. The RSUs vest quarterly over four quarters (with the first such vesting date occurring on September 30, 2023), 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 2024 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.

Remarks:



Title

Amount or Number

Shares

06/13/2023

** 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).

Code

V (A) (D)

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.