

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>MARRIOTT DAN</b>  (Last) (First) (Middle) <b>C/O UPWORK INC.</b> <b>441 LOGUE AVENUE</b>  (Street) <b>MOUNTAIN VIEW CA 94043</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Upwork Inc. [ UPWK ]</b>	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) <b>10/03/2018</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	10/03/2018		A		1,750 <sup>(1)</sup>	A	\$0	1,750	D	
Common Stock	10/03/2018		A		7,500 <sup>(2)</sup>	A	\$0	9,250	D	
Common Stock								1,289,230	I	Held directly by SG Growth Partners I, L.P. <sup>(3)</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)		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 restricted stock units ("RSUs"). The RSUs vest quarterly, over three quarters (with the first such vesting date occurring on December 31, 2018), subject to the continuing service of the Reporting Person on each vesting date. The final quarterly installment shall fully vest on the earlier of (a) the date of the first annual meeting of the Issuer's 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.
- Represents an award of RSUs. The RSUs vest on the earlier of (a) the date of the first annual meeting of the Issuer's stockholders and (b) July 3, 2019, in each case subject to the continuing service of the Reporting Person through such date.
- SGGP I, LLC, the general partner of SG Growth Partners I L.P. ("SG LP"), has sole voting and dispositive power over the shares held by SG LP. Voting decisions with respect to such shares are made by Kenneth A. Fox and Daniel C. Marriott, the Reporting Person and a member of the Issuer's board of directors, as the investment committee of SGGP I, LLC.

/s/ Jacob McQuown, Attorney-in-Fact 10/05/2018

\*\* 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.**