

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

<p>1. Name and Address of Reporting Person*</p> <p><u>Yuan Han-Shen</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O UPWORK INC.</u></p> <p><u>2625 AUGUSTINE DRIVE, SUITE 601</u></p> <hr/> <p>(Street)</p> <p><u>SANTA CLARA CA 95054</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Upwork Inc. [ UPWK ]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>09/16/2019</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p><u>SVP, Engineering</u></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
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**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	09/16/2019		M <sup>(1)</sup>		42,498	A	\$3.18	44,764	D	
Common Stock	09/16/2019		M <sup>(1)</sup>		7,502	A	\$3.68	52,266	D	
Common Stock	09/16/2019		S <sup>(1)</sup>		50,000 <sup>(2)</sup>	D	\$15.0206 <sup>(3)</sup>	2,266	D	
Common Stock	09/17/2019		M <sup>(1)</sup>		40,000	A	\$3.18	42,266	D	
Common Stock	09/17/2019		M <sup>(1)</sup>		10,000	A	\$3.68	52,266	D	
Common Stock	09/17/2019		S <sup>(1)</sup>		50,000 <sup>(2)</sup>	D	\$14.6142 <sup>(4)</sup>	2,266	D	
Common Stock	09/18/2019		M <sup>(1)</sup>		50,000	A	\$3.68	52,266	D	
Common Stock	09/18/2019		S <sup>(1)</sup>		50,000 <sup>(2)</sup>	D	\$14.4366 <sup>(5)</sup>	2,266	D	

**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)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$3.18	09/16/2019		M <sup>(1)</sup>			42,498	(6)	09/20/2025	Common Stock 42,498	\$0	107,502	D	
Employee Stock Option (Right to Buy)	\$3.68	09/16/2019		M <sup>(1)</sup>			7,502	(7)	09/25/2027	Common Stock 7,502	\$0	523,671	D	
Employee Stock Option (Right to Buy)	\$3.18	09/17/2019		M <sup>(1)</sup>			40,000	(6)	09/20/2025	Common Stock 40,000	\$0	67,502	D	

**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)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$3.68	09/17/2019		M <sup>(1)</sup>			10,000	(7)	09/25/2027	Common Stock	10,000	\$0	513,671	D	
Employee Stock Option (Right to Buy)	\$3.68	09/18/2019		M <sup>(1)</sup>			50,000	(7)	09/25/2027	Common Stock	50,000	\$0	463,671	D	

**Explanation of Responses:**

- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- Represents the aggregate of sales effected on the same day at different prices.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.87 to \$15.30 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.42 to \$15.00 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.25 to \$14.70 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon written request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The stock option vested and became exercisable, and shall continue to vest and become exercisable, with respect to 1/5th of the shares on June 16, 2016, and an additional 1/60th of the shares monthly thereafter, subject to the continuing employment of the Reporting Person on each vesting date.
- The stock option vested and became exercisable, and shall continue to vest and become exercisable, with respect to 1/60th of the shares each month following the September 26, 2017 vesting commencement date, subject to the continuing employment of the Reporting Person on each vesting date.

/s/Jacob McQuown, Attorney-in-Fact    09/18/2019

\*\* 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.

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