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

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12



**UPWORK INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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# Your **Vote** Counts!

UPWORK INC.

2024 Annual Meeting

Vote by June 6, 2024

11:59 P.M. ET

UPWORK INC.  
475 BAYVIEW STREET, SUITE 400  
SAN FRANCISCO, CALIFORNIA 94107-5421



V48851-P07210

## You invested in UPWORK INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 7, 2024.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the materials by requesting prior to May 24, 2024. If you would like to request a copy of the materials for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 7, 2024  
8:00 A.M. Pacific Time

Virtually at:

[www.virtualshareholdermeeting.com/UPWK2024](http://www.virtualshareholdermeeting.com/UPWK2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items                                                                                                                    | Board Recommends |
|---------------------------------------------------------------------------------------------------------------------------------|------------------|
| 1. Election of Class III directors to serve until the 2027 annual meeting of stockholders.                                      |                  |
| <b>Nominees:</b>                                                                                                                |                  |
| 1a. Hayden Brown                                                                                                                | ✔ For            |
| 1b. Gregory C. Gretsch                                                                                                          | ✔ For            |
| 1c. Anilu Vazquez-Ubarri                                                                                                        | ✔ For            |
| 2. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2024. | ✔ For            |
| 3. Advisory vote to approve Named Executive Officer compensation.                                                               | ✔ For            |
| <b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment or postponement thereof.            |                  |

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".