Form 144 Filer Information

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

Form 144

FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

144: Filer Information

Filer CIK	0001079457
Filer CCC	XXXXXXXX
Is this a LIVE or TEST Filing?	(•) LIVE ( ) TEST

Submission Contact Information

Name
Phone
E-Mail Address

144: Issuer Information

Name of Issuer	Upwork, Inc
SEC File Number	
Address of Issuer	530 Lytton Ave Ste 301 Palo Alto CALIFORNIA 94301
Phone	6503167500
Name of Person for Whose Account the Securities are To Be Sold	Thomas Layton

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer	Director

144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Approximate Date of Sale	Name the Securities Exchange
Common	Merrill Lynch 2049 Century Park E Ste 1200 Los Angeles CA 90067	500000	4339000	125777139	11/20/2026	Nasdaq

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition	Name of Person from	Is this	Date Donor	Amount of Securities	Date of Payment	Nature of Payment *

	Transaction	Whom Acquired	a Gift?	Acquired	Acquired
Common	12/15/2011 RSU vest	Issuer	☐	320979	12/15/2011 n/a
Common	03/13/2012 RSU vest	Issuer	☐	117	03/13/2012 n/a
Common	01/28/2013 RSU vest	Issuer	☐	21	01/28/2013 n/a
Common	08/19/2014 RSU vest	Issuer	☐	855	08/19/2014 n/a
Common	11/30/2017 RSU vest	Issuer	☐	1018	11/30/2017 n/a
Common	12/07/2017 RSU vest	Issuer	☐	82	12/07/2017 n/a
Common	12/31/2018 RSU vest	Issuer	☐	457	12/31/2018 n/a
Common	03/31/2019 RSU vest	Issuer	☐	458	03/31/2019 n/a
Common	06/05/2019 RSU vest	Issuer	☐	4210	06/05/2019 n/a
Common	09/30/2019 RSU vest	Issuer	☐	421	09/30/2019 n/a
Common	12/31/2019 RSU vest	Issuer	☐	420	12/31/2019 n/a
Common	03/03/2020 RSU vest	Issuer	☐	50000	03/03/2020 n/a
Common	03/05/2020 RSU vest	Issuer	☐	11906	03/05/2020 n/a
Common	03/31/2020 RSU vest	Issuer	☐	421	03/31/2020 n/a
Common	05/31/2020 RSU vest	Issuer	☐	5006	05/31/2020 n/a
Common	09/30/2020 RSU vest	Issuer	☐	593	09/30/2020 n/a
Common	12/22/2020 RSU vest	Issuer	☐	594	12/22/2020 n/a
Common	03/30/2022 RSU vest	Issuer	☐	518	03/30/2022 n/a
Common	06/01/2022 RSU vest	Issuer	☐	4168	06/01/2022 n/a
Common	09/30/2022 RSU vest	Issuer	☐	1583	09/30/2022 n/a
Common	12/21/2022 RSU vest	Issuer	☐	1584	12/21/2022 n/a
Common	03/30/2023 RSU vest	Issuer	☐	1583	03/30/2023 n/a
Common	06/02/2023 RSU vest	Issuer	☐	10192	06/02/2023 n/a
Common	06/08/2023 RSU vest	Issuer	☐	1585	06/08/2023 n/a
Common	09/30/2023 RSU vest	Issuer	☐	3484	09/30/2023 n/a
Common	12/20/2023 RSU vest	Issuer	☐	3485	12/20/2023 n/a
Common	03/30/2024 RSU vest	Issuer	☐	3484	03/30/2024 n/a
Common	06/06/2024 RSU vest	Issuer	☐	25909	06/06/2024 n/a
Common	09/30/2024 RSU vest	Issuer	☐	2532	09/30/2024 n/a
Common	12/20/2024 RSU vest	Issuer	☐	2533	12/20/2024 n/a
Common	03/30/2025 RSU vest	Issuer	☐	2532	03/30/2025 n/a
Common	06/04/2025 RSU vest	Issuer	☐	18833	06/04/2025 n/a
Common	09/30/2025 RSU vest	Issuer	☐	1766	09/30/2025 n/a
Common	12/19/2025 RSU vest	Issuer	☐	1767	12/19/2025 n/a
Common	03/30/2026 RSU vest	Issuer	☐	1767	03/30/2026 n/a
Common	06/03/2026 RSU vest	Issuer	☐	13137	06/03/2026 n/a

***** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

144: Securities Sold During The Past 3 Months

Nothing to Report ☑

144: Remarks and Signature

Remarks shares were held by and sold in the Thomas Layton Separate Property Trust, Thomas Layton TTEE

Date of Notice 11/20/2026

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature Thomas Layton

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)