

<b>OMB APPROVAL</b>	
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**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* <b>SPURLOCK STEVEN M</b>  (Last) (First) (Middle) <b>2965 WOODSIDE ROAD</b>  (Street) <b>WOODSIDE CA 94062</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/08/2019</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <b>08/12/2019</b>		

**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	08/08/2019		j <sup>(1)</sup>		3,000,000	D	\$0.00	9,852,570	I	See footnote <sup>(2)</sup>
Common Stock	08/08/2019		j <sup>(1)</sup>		31,971	A	\$0.00	31,971	I	See footnote <sup>(3)</sup>
Common Stock	08/09/2019		s		1,517	D	\$15.7725 <sup>(4)</sup>	30,454	I	See footnote
Common Stock	08/08/2019		j <sup>(1)</sup>		113,272	A	\$0.00	113,272	I	See footnote <sup>(5)</sup>
Common Stock	08/08/2019		j <sup>(1)</sup>		16,305	A	\$0.00	16,305	I	See footnote <sup>(6)</sup>
Common Stock	08/08/2019		j <sup>(1)</sup>		106,285	A	\$0.00	106,285	I	See footnote <sup>(7)</sup>
Common Stock	08/09/2019		s		70,608	D	\$15.3971 <sup>(8)</sup>	35,677	I	See footnote <sup>(7)</sup>
Common Stock	08/08/2019		j <sup>(1)</sup>		38,820	A	\$0.00	38,820	I	See footnote <sup>(9)</sup>
Common Stock	08/09/2019		s		25,789	D	\$15.3971 <sup>(8)</sup>	13,031	I	See footnote <sup>(9)</sup>
Common Stock	08/08/2019		j <sup>(1)</sup>		120,118	A	\$0.00	120,118	I	See footnote <sup>(10)</sup>
Common Stock	08/09/2019		s		6,069	D	\$15.7725 <sup>(4)</sup>	114,049	I	See footnote <sup>(10)</sup>
Common Stock	08/08/2019		j <sup>(1)</sup>		126,485	A	\$0.00	126,485	I	See footnote <sup>(11)</sup>
Common Stock	08/09/2019		s		6,069	D	\$15.7725 <sup>(4)</sup>	120,416	I	See footnote <sup>(11)</sup>
Common Stock	08/08/2019		j <sup>(1)</sup>		1,398	A	\$0.00	1,398	I	See footnote <sup>(12)</sup>
Common Stock	08/08/2019		j <sup>(1)</sup>		121,813	A	\$0.00	121,813	I	See footnote <sup>(13)</sup>
Common Stock	08/08/2019		j <sup>(1)</sup>		56,365	A	\$0.00	56,365	I	See footnote <sup>(14)</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)		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					

1. Name and Address of Reporting Person\*

SPURLOCK STEVEN M

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

BALKANSKI ALEXANDRE

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

DUNLEVIE BRUCE

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

FENTON PETER H

(Last) (First) (Middle)

2965 WOODSIDE ROAD

(Street)

WOODSIDE CA 94062

(City) (State) (Zip)



/s/ Steven M. Spurlock, by  
power of attorney for Peter H. Fenton 09/17/2019

/s/ Steven M. Spurlock, by  
power of attorney for J. William Gurley 09/17/2019

/s/ Steven M. Spurlock, by  
power of attorney for Robert C. Kagle 09/17/2019

/s/ Steven M. Spurlock, by  
power of attorney for Mitchell H. Lasky 09/17/2019

\*\* 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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