UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K	

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 5, 2019

UPWORK INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-38678

(Commission File Number)

46-4337682

(IRS Employer Identification No.)

2625 Augustine Drive, Suite 601 Santa Clara, California

(Address of Principal Executive Offices)

94043

(Zip Code)

(650) 316-7500

(Registrant's Telephone Number, Including Area Code)

441 Logue Avenue Mountain View, California

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following
provisions (see General Instructions A.2. below):
Written communications pursuant to Pule 425 under the Securities Act (17 CEP 230 425)

_	Withten Communications pursuant to Rule 425 under the Securities 7 ct (17 GFR 250.425)	
]	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)	
]	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))	
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))	
ecurities registered pursuant to Section 12(b) of the Act:		

Title of Each Class

Trading Symbol

Name of Each Exchange on Which Registered

Common Stock, \$0.0001 par value per share

UPWK

The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company \boxtimes

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \Box

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 5, 2019, Upwork Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting"). At the Annual Meeting, there were present, in person or by proxy, holders of 95,301,880 shares of common stock, or more than 89% of the total outstanding shares entitled to vote at the Annual Meeting, which constituted a quorum for the transaction of business. The holders present voted on the two proposals presented at the Annual Meeting as follows:

Proposal One – Election of Directors

The Company's stockholders approved the election of three directors, each to serve for a three-year term expiring at the 2022 Annual Meeting of Stockholders and until such director's successor is elected and qualified, by the following votes:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Kevin Harvey	81,998,754	3,398,149	9,904,977
Thomas Layton	81,996,138	3,400,765	9,904,977
Elizabeth Nelson	83,471,866	1,925,037	9,904,977

Proposal Two - Ratification of Appointment of Independent Registered Accounting Firm

The Company's stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered accounting firm for the year ending December 31, 2019 by the following votes:

Votes For	Votes Against	Abstentions
95,121,393	125,232	55,255

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	UPWORK INC.		
Date: June 6, 2019	Ву:	/s/ Brian Levey	
		Brian Levey	
	Chief B	Business Affairs and Legal Officer and Se	cretary