FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20549

STATEMENT	OF CHA	ANGES IN	BENEFICIAL	OWNERSHIP

l	OMB APPROVAL								
	OMB Number:	3235-0287							
l	Estimated average bu	ırden							
l	hours per response:	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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1. Name and Address of Reporting Person* <u>LAYTON THOMAS</u>					2. Issuer Name and Ticker or Trading Symbol Upwork Inc. [UPWK]									Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) C/O UPWORK INC. 2625 AUGUSTINE DRIVE, SUITE 601					3. Date of Earliest Transaction (Month/Day/Year) 06/05/2019									Offic	er (give title w)	Other (below)		(specify	
(Street) SANTA CLARA CA 95054 (City) (State) (Zip)					4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tah	le I - No	n-Deriv	ative	Se	curiti	es Ac	auired	. Dis	posed o	f. or	Bene	eficia	ally Own	ed				
1. Title of Security (Instr. 3) 2. Transac Date			ction	ction 2A. Deemed Execution Date,		3. 4. Secu		4. Securiti Disposed	ities Acquired (A) o			5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	A) 1)	A) or D)	Price	Transa	ansaction(s)			(Instr. 4)	
Common Stock 06/05/2				/2019	019		A		9,174(1)	Α	\$0	1	19,424		D			
Common Stock 06/05/				/2019	2019		A		2,140(2	2)	Α	\$0	2	1,564		D			
Common Stock 06/05				/2019	2019		A		1,223(2	()	Α	\$0		22,787		D			
Common Stock														4,1	4,141,848			See footnote ⁽³⁾	
	Ta													y Owned					
1. Title of Derivative Security 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Yea		Executio if any	n Date, Transacti Code (Ins		(Instr.	of o		Expiration Date (Month/Day/Yea		ee ear)	Amour or Numbe of		ount nber	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	y	Ownership Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
	(Stock Stock	(First) WORK INC. GUSTINE DRIVE, SUITE CLARA CA (State) Tab Security (Instr. 3) Stock Stock Stock Stock Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) WORK INC. GUSTINE DRIVE, SUITE 601 CLARA CA 95054 (State) (Zip) Table I - No Security (Instr. 3) Stock Stock Stock Table II - Conversion or Exercise Price of Derivative Stock (Month/Day/Year) Stock (Month/Day/Year)	(First) (Middle) WORK INC. GUSTINE DRIVE, SUITE 601 CLARA CA 95054 (State) (Zip) Table I - Non-Derive (Month/Derive (Month/Derive (L.g., p)) Stock 06/05 Stock 06/05 Stock 06/05 Stock 06/05 Table II - Derivate (L.g., p) 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) WORK INC. GUSTINE DRIVE, SUITE 601 Table I - Non-Derivative Security (Instr. 3) Stock Stock Table II - Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3) 2. 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GUSTINE DRIVE, SUITE 601 Table I - Non-Derivative Securities Acquired (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired, Execution Date, if any (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Execution Date, if any (Month/Day/Year) (Month/Day/Year) (e.g., puts, calls, warrants, option or Exercise Price of Derivative Securities Acquired (A) or Obsposed of (D) (Instr. 3, 4 and 5) Date	(First) (Middle) WORK INC. (GUSTINE DRIVE, SUITE 601 Table I - Non-Derivative Securities Acquired, Disperivative Stock Table II - Derivative Securities Acquired, Disperivative Security (Instr. 3) Table II - Derivative Securities Acquired, Disperivative Security (Instr. 3) Table II - Derivative Securities Acquired, Disperivative Security (Instr. 3) Table II - Derivative Securities Acquired, Disperivative Security (Instr. 3) Table II - Derivative Securities Acquired, Disperivative Security (Instr. 3) Table II - Derivative Securities Acquired, Disperivative Securities Acquired (Instr. 3) Table II - Derivative Securities Acquired (Instr. 3)	Upwork Inc. Upwk	(First) (Middle) WORK INC. GUSTINE DRIVE, SUITE 601 CLARA CA 95054 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Becurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 06/05/2019 A 9,174(1) Stock 06/05/2019 A 9,174(1) Stock 06/05/2019 A 9,174(1) Stock 06/05/2019 A 1,223(2) Stock 1. 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[UPWK] (First) (Middle) (First) (Middle) (First) (Middle) (GOUSTINE DRIVE, SUITE 601 CLARA CA 95054 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock O6/05/2019 A 9,174(1) A \$0 19,424 Stock O6/05/2019 A 1,223(2) A \$0 22,787 Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Conversion Date (e.g., puts, calls, warrants, options, convertible securities) Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock O6/05/2019 A 9,174(1) A \$0 19,424 Stock Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Stock O6/05/2019 A 1,223(2) A \$0 21,564 Stock Table II - Derivative Securities Acquired (A) or Securities Acquired (A)	Upwork Inc. [UPWK] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title below) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 06/05/2019 A 9,9,174(*) A \$0 19,424 Stock 06/05/2019 A 9,1,223(*) A \$0 22,787 Stock 06/05/2019 A 1,223(*) A \$0 22,787 Stock 10-10-10-10-10-10-10-10-10-10-10-10-10-1	Upwork Inc. [UPWK] Size of Earliest Transaction (Month/Day/Year) Officer (give title Vine) A. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Demonstrate (A) or Price of Instruction (Month/Day/Year) Stock 06/05/2019 A A 9,174-(1) A \$0 19,424 D Stock 06/05/2019 A 1,1223-(2) A \$0 19,424 D Stock 06/05/2019 A 1,1223-(2) A \$0 19,424 D Stock 06/05/2019 A 1,1223-(2) A \$0 22,787 D Stock 06/05/2019 A 1,1223-(2) A \$0 22,787 D Stock 06/05/2019 A 1,1223-(2) A \$0 22,787 D Stock 06/05/2019 A 1,223-(2) A 1,233-(2) A 1,	

Explanation of Responses:

- 1. Represents an award of restricted stock units ("RSUs"). The RSUs vest on the earlier of (a) the date of the Issuer's 2020 annual meeting of stockholders and (b) June 5, 2020, in each case subject to the continuing service of the Reporting Person through such date.
- 2. Represents an award of RSUs. The RSUs vest quarterly over four quarters (with the first such vesting date occurring on September 30, 2019), subject to the continuing service of the Reporting Person on each vesting date. The final quarterly installment shall fully vest on the earlier of (a) the date of the Issuer's 2020 annual meeting of stockholders and (b) the date that is the last day of the last full quarter of the vesting of such award, in each case subject to the continuing service of the Reporting Person through such date.
- 3. Held directly by Thomas H. Layton or Gabrielle M. Layton, or their successors, as trustees of the Layton Community Property Trust dated November 29, 1999, as amended.

/s/ Jacob McQuown, Attorneyin-Fact 06/07/2019

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.