

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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

1. Name and Address of Reporting Person* <u>Marino Anthony Salvatore</u>  (Last) (First) (Middle) C/O THREDUP INC. 969 BROADWAY, SUITE 200  (Street) OAKLAND CA 94607  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ThredUp Inc. [ TDUP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President
	3. Date of Earliest Transaction (Month/Day/Year) 07/15/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Class A Common Stock	09/01/2021		c <sup>(1)</sup>		20,957	A	\$0 <sup>(1)</sup>	20,957	D	
Class A Common Stock	09/01/2021		s <sup>(2)</sup>		20,957	D	\$20.0324 <sup>(3)</sup>	0	D	
Class A Common Stock	09/02/2021		c <sup>(1)</sup>		6,898	A	\$0 <sup>(1)</sup>	6,898	D	
Class A Common Stock	09/02/2021		s <sup>(2)</sup>		6,898	D	\$20.0711 <sup>(4)</sup>	0	D	

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	Title	Amount or Number of Shares				
Class B Common Stock	(1)	07/15/2021		G <sup>(5)</sup>	V		125,000	(1)	(1)	Class A Common Stock	125,000	\$0	134,660	D	
Class B Common Stock	(1)	07/15/2021		G <sup>(5)</sup>	V	125,000		(1)	(1)	Class A Common Stock	125,000	\$0	125,000	I	By Trust <sup>(6)</sup>
Class B Common Stock	(1)	07/15/2021		G <sup>(7)</sup>	V	125,000		(1)	(1)	Class A Common Stock	125,000	\$0	9,660	D	
Class B Common Stock	(1)	07/15/2021		G <sup>(7)</sup>	V	125,000		(1)	(1)	Class A Common Stock	125,000	\$0	125,000	I	By Trust <sup>(8)</sup>
Stock Option (Right to Buy)	\$0.55	09/01/2021		M			20,957	(9)	12/03/2023	Class B Common Stock	20,957	\$0	256,146	D	
Class B Common Stock	(1)	09/01/2021		M		20,957		(1)	(1)	Class A Common Stock	20,957	\$0	30,617	D	
Class B Common Stock	(1)	09/01/2021		C <sup>(1)</sup>		20,957		(1)	(1)	Class A Common Stock	20,957	\$0	9,660	D	
Stock Option (Right to Buy)	\$0.55	09/02/2021		M		6,898		(9)	12/03/2023	Class B Common Stock	6,898	\$0	249,248	D	
Class B Common Stock	(1)	09/02/2021		M		6,898		(1)	(1)	Class A Common Stock	6,898	\$0	16,558	D	
Class B Common Stock	(1)	09/02/2021		C <sup>(1)</sup>		6,898		(1)	(1)	Class A Common Stock	6,898	\$0	9,660	D	

Explanation of Responses:

- Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and upon the occurrence of other events set forth in the Issuer's Certificate of Incorporation.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.20 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.19 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- On July 15, 2021, the Reporting Person transferred 125,000 shares of the Issuer's Class B Common Stock to The Anthony Salvatore Marino 2021 Annuity Trust (the "Anthony Marino GRAT"). This was a bona fide gift with no payment in consideration.

6. Shares held of record by the Anthony Marino GRAT.

7. On July 15, 2021, the Reporting Person transferred 125,000 shares of the Issuer's Class B Common Stock to The Courtney Erin Marino 2021 Annuity Trust (the "Courtney Marino GRAT"), of which the Reporting Person's spouse is the trustee, for the benefit of the Reporting Person's spouse. This was a bona fide gift with no payment in consideration.

8. Shares held of record by the Courtney Marino GRAT.

9. The stock option vested over four years after September 1, 2013.

**Remarks:**

/s/ Alon Rotem, Attorney-in-Fact

09/03/2021

\*\* 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.**