SEC Form 4

FORM 4

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

OMB APPROVAL

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	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(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 [*] Ginsberg Amanda		on [*]	2. Issuer Name and Ticker or Trading Symbol <u>ThredUp Inc.</u> [TDUP]		ationship of Reporting Pe (all applicable) Director	erson(s) to Issuer 10% Owner
(Last) (First) (Middle) C/O THREDUP INC. 969 BROADWAY, SUITE 200		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2022		Officer (give title below)	Other (specify below)
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	dividual or Joint/Group Filing (Check Applicable	
(Street) OAKLAND	CA 94607			x	Form filed by One Rep Form filed by More tha Person	Ũ
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any '						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) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	11/01/2022		A ⁽¹⁾		9,804	A	\$ <mark>0</mark>	72,859	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)		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				

Explanation of Responses:

1. Grant of fully vested restricted stock units ("RSUs") under the Issuer's 2021 Stock Option and Incentive Plan in a transaction exempt under Rule 16b-3. Each unit represents a right to receive one share of the Issuer's Class A Common Stock. The Reporting Person elected to receive RSUs in lieu of her annual cash retainer, which retainer is paid in quarterly installments.

Remarks:

/s/ Alon Rotem, Attorney-in-11/03/2022 Fact

** 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.