

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Highland Management Partners VIII Ltd</u>  (Last) (First) (Middle) ONE BROADWAY, 16TH FLOOR  (Street) CAMBRIDGE MA 02142  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/02/2021	
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	08/02/2021		c <sup>(1)</sup>		229,293	A	\$0 <sup>(1)</sup>	229,293	I	See Footnote <sup>(2)</sup>
Class A Common Stock	08/02/2021		c <sup>(1)</sup>		55,562	A	\$0 <sup>(1)</sup>	55,562	I	See Footnote <sup>(3)</sup>
Class A Common Stock	08/02/2021		c <sup>(1)</sup>		80,916	A	\$0 <sup>(1)</sup>	80,916	I	See Footnote <sup>(4)</sup>
Class A Common Stock	08/02/2021		c <sup>(1)</sup>		7,185	A	\$0 <sup>(1)</sup>	7,185	I	See Footnote <sup>(5)</sup>
Class A Common Stock	08/02/2021		s <sup>(6)</sup>		229,293	D	\$23.1588	0	I	See Footnote <sup>(2)</sup>
Class A Common Stock	08/02/2021		s <sup>(6)</sup>		55,562	D	\$23.1588	0	I	See Footnote <sup>(3)</sup>
Class A Common Stock	08/02/2021		s <sup>(6)</sup>		80,916	D	\$23.1588	0	I	See Footnote <sup>(4)</sup>
Class A Common Stock	08/02/2021		s <sup>(6)</sup>		7,185	D	\$23.1588	0	I	See Footnote <sup>(5)</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	Title	Amount or Number of Shares				
Class B Common Stock	(7)	08/02/2021		c <sup>(1)</sup>			229,293	(7)	(7)	Class A Common Stock	229,293	\$0	2,063,647	I	See Footnote <sup>(2)</sup>
Class B Common Stock	(7)	08/02/2021		c <sup>(1)</sup>			55,562	(7)	(7)	Class A Common Stock	55,562	\$0	500,062	I	See Footnote <sup>(3)</sup>
Class B Common Stock	(7)	08/02/2021		c <sup>(1)</sup>			80,916	(7)	(7)	Class A Common Stock	80,916	\$0	728,247	I	See Footnote <sup>(4)</sup>
Class B Common Stock	(7)	08/02/2021		c <sup>(1)</sup>			7,185	(7)	(7)	Class A Common Stock	7,185	\$0	64,665	I	See Footnote <sup>(5)</sup>

1. Name and Address of Reporting Person\*  
Highland Management Partners VIII Ltd  
  
 (Last) (First) (Middle)  
 ONE BROADWAY, 16TH FLOOR  
  
 (Street)  
 CAMBRIDGE MA 02142

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Highland Management Partners VII, LLC</a>		
(Last)	(First)	(Middle)
ONE BROADWAY 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Highland Management Partners VII Limited Partnership</a>		
(Last)	(First)	(Middle)
ONE BROADWAY 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Highland Capital Partners VII LP</a>		
(Last)	(First)	(Middle)
ONE BROADWAY 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">HIGHLAND CAPITAL PARTNERS VII-B L P</a>		
(Last)	(First)	(Middle)
ONE BROADWAY 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Highland Capital Partners VII-C LP</a>		
(Last)	(First)	(Middle)
ONE BROADWAY 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Highland Entrepreneurs Fund VII Limited Partnership</a>		
(Last)	(First)	(Middle)
ONE BROADWAY 16TH FLOOR		
(Street)		
CAMBRIDGE	MA	02142
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Each share of Class B Common Stock was converted into one share of Class A Common Stock at the option of the holder in connection with the registered public offering of shares of the Issuer's Class A Common Stock, pursuant to a final prospectus dated July 28, 2021, which offering was consummated on August 2, 2021.
2. These shares are held of record by Highland Capital Partners VII Limited Partnership ("HMP VII LP"), which is the general partner of Highland Capital VII. Robert J. Davis, Paul A. Maeder, Corey M. Mulloy and Daniel J. Nova, a member of the Issuer's board of directors (collectively, the "Managing Members"), are the managing members of HMP VII LP. Each of HMP VII LP, HMP VII LLC and the Managing Members may be deemed to share voting, investment and dispositive power over the shares held by Highland Capital VII and as a result may be deemed to have beneficial ownership over such shares. Each of HMP VII LP, HMP VII LLC and the Managing Members disclaims beneficial ownership over the shares held by Highland Capital VII to the extent of its or their respective pecuniary interests therein, if any.
3. These shares are held of record by Highland Capital Partners VII-B Limited Partnership ("Highland Capital VII-B"). HMP VII LLC is the general partner of HMP VII LP, which is the general partner of Highland Capital VII-B. The Managing Members are the managing members of HMP VII LLC. Each of HMP VII LP, HMP VII LLC and the Managing Members may be deemed to share voting, investment and dispositive power over the shares held by Highland Capital VII-B and as a result may be deemed to have beneficial ownership over such shares. Each of HMP VII LP, HMP VII LLC and the Managing Members disclaims beneficial ownership over the shares held by Highland Capital VII-B to the extent of its or their respective pecuniary interests therein, if any.
4. These shares are held of record by Highland Capital Partners VII-C Limited Partnership ("Highland Capital VII-C"). HMP VII LLC is the general partner of HMP VII LP, which is the general partner of Highland Capital VII-C. The Managing Members are the managing members of HMP VII LLC. Each of HMP VII LP, HMP VII LLC and the Managing Members may be deemed to share voting, investment and dispositive power over the shares held by Highland Capital VII-C and as a result may be deemed to have beneficial ownership over such shares. Each of HMP VII LP, HMP VII LLC and the Managing Members disclaims beneficial ownership over the shares held by Highland Capital VII-C to the extent of its or their respective pecuniary interests therein, if any.
5. These shares are held of record by Highland Entrepreneurs' Fund VII Limited Partnership ("Highland Entrepreneurs' Fund"). HMP VII LLC is the general partner of HMP VII LP, which is the general partner of Highland Entrepreneurs' Fund. The Managing Members are the managing members of HMP VII LLC. Each of HMP VII LP, HMP VII LLC and the Managing Members may be deemed to share voting, investment and dispositive power over the shares held by Highland Entrepreneurs' Fund and as a result may be deemed to have beneficial ownership over such shares. Each of HMP VII LP, HMP VII LLC and the Managing Members disclaims beneficial ownership over the shares held by Highland Entrepreneurs' Fund to the extent of their respective pecuniary interests therein, if any.
6. Pursuant to an underwriting agreement and in connection with the registered public offering of shares of the Issuer's Class A Common Stock, pursuant to a final prospectus dated July 28, 2021, which offering was consummated on August 2, 2021, Highland Capital VII sold 229,293 shares of Class A Common Stock, Highland Capital VII-B sold 55,562 shares of Class A Common Stock, Highland Capital VII-C sold 80,916 shares of Class A Common Stock and Highland Entrepreneurs' Fund sold 7,185 shares of Class A Common Stock, each at a price per share of \$23.1588 (after underwriting discounts and commissions). Highland Capital VII, Highland Capital VII-B, Highland Capital VII-C and Highland Entrepreneurs' Fund were selling stockholders in the registered public offering.
7. 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.

**Remarks:**

Daniel J. Nova is a member of the Issuer's board of directors and files separate Section 16 reports. Due to SEC restrictions on the number of reporting persons, this is Form 1 of 2, being filed collectively by each of the undersigned Reporting Persons and Highland Management Partners VIII Limited Partnership, Highland Capital Partners VIII Limited Partnership, Highland Capital Partners VIII-B Limited Partnership, and Highland Capital Partners VIII-C Limited Partnership.

HIGHLAND MANAGEMENT PARTNERS VIII LIMITED By: 08/02/2021  
/s/ Jessica Healey, Authorized Officer

HIGHLAND MANAGEMENT PARTNERS VII, LLC By: /s/ 08/02/2021  
Jessica Healey, Authorized Manager

HIGHLAND MANAGEMENT PARTNERS VII LIMITED PARTNERSHIP By: Highland 08/02/2021  
Management Partners VII, LLC, its General Partner By: /s/ Jessica Healey, Authorized Manager

HIGHLAND CAPITAL PARTNERS VII LIMITED PARTNERSHIP By: Highland 08/02/2021  
Limited Partnership, its General Partner By: Highland Management Partners VII, LLC, its General Partner By: /s/ Jessica Healey, Authorized Manager

HIGHLAND CAPITAL PARTNERS VII-B LIMITED PARTNERSHIP By: Highland 08/02/2021  
Management Partners VII Limited Partnership, its General Partner By: Highland Management Partners VII, LLC, its General Partner By: /s/ Jessica Healey, Authorized Manager

HIGHLAND CAPITAL PARTNERS VII-C LIMITED PARTNERSHIP By: Highland 08/02/2021  
Management Partners VII Limited Partnership, its General Partner By: Highland Management Partners VII, LLC, its General Partner By: /s/ Jessica Healey, Authorized Manager

HIGHLAND ENTREPRENEURS' FUND VII LIMITED PARTNERSHIP By: Highland Management Partners VII Limited Partnership, its General Partner 08/02/2021  
By: Highland Management Partners VII, LLC, its General

Partner By: /s/ Jessica Healey,  
Authorized Manager

\*\* 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.**