

OMB APPROVAL	
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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

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>Park West Asset Management LLC</u>			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) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
900 LARKSPUR LANDING CIRCLE, SUITE 165			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LARKSPUR CA 94939</u>								
(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)	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, par value \$0.0001	03/30/2021		P		500,000	A	\$14	500,000	I	See Footnote ⁽¹⁾
Class B Common Stock, par value \$0.0001	03/30/2021		J ⁽²⁾		8,715,989	A	⁽²⁾	8,715,989	I	See Footnote ⁽¹⁾
Common Stock, par value \$0.0001	03/30/2021		J ⁽²⁾⁽³⁾		8,715,989	D	⁽²⁾⁽³⁾	0	I	See Footnote ⁽¹⁾

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				
Series F Preferred Stock	⁽³⁾	03/30/2021		J			7,844,390	⁽³⁾	⁽³⁾	Common Stock	7,844,390	⁽³⁾	0	I	See Footnote ⁽¹⁾

Explanation of Responses:

- The Reporting Person is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company ("PWIMF"), and Park West Partners International, Limited, a Cayman Islands exempted company ("PWPI"). Peter S. Park ("Mr. Park"), through one or more affiliated entities, is the controlling manager of the Reporting Person. Immediately following the closing of the Issuer's initial public offering, (i) PWIMF held 455,301 shares of the Issuer's Class A Common Stock, par value \$0.0001 per share ("Class A Common Stock"), and 7,917,253 shares of the Issuer's Class B Common Stock, par value \$0.0001 per share ("Class B Common Stock"), and (ii) PWPI held 44,699 shares of the Issuer's Class A Common Stock and 798,736 shares of the Issuer's Class B Common Stock. Class B Common Stock is convertible into Class A Common Stock at any time at the option of the holder.
- Immediately prior to the completion of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, par value \$0.0001 per share ("Common Stock"), each share of Common Stock was reclassified into one share of Class B Common Stock pursuant to a reclassification exempt under Rule 16b-7.
- Immediately prior to the closing of the Issuer's initial public offering, each share of Series F Preferred Stock automatically converted into one share of the Issuer's Common Stock on a one-for-one basis, and was then reclassified into one share of Class B Common Stock. The shares of Series F Preferred Stock have no expiration date.

/s/ Grace Jimenez, Chief
Financial Officer of Park West Asset Management LLC 04/01/2021

** 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.