

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

THREDUP INC.

-----  
(Name of Issuer)

Class A Common Stock, par value \$0.0001 per share

-----  
(Title of Class of Securities)

88556E102

-----  
(CUSIP Number)

September 30, 2024

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 88556E102

13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
Goldman Sachs Asset Management, L.P.

- 2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

- 3. SEC Use Only

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4. Citizenship or Place of Organization

Delaware

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5. Sole Voting Power

Number of 0

Shares

-----  
6. Shared Voting Power

Beneficially

5,047,803

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

5,047,803

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,047,803

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[ ]

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11. Percent of Class Represented by Amount in Row (9)

6.0 %

-----  
12. Type of Reporting Person

IA

Item 1(a). Name of Issuer:  
THREDUP INC.

Item 1(b). Address of Issuer's Principal Executive Offices:  
969 BROADWAY, SUITE 200, OAKLAND, CA, 94607

Item 2(a). Name of Persons Filing:  
GOLDMAN SACHS ASSET MANAGEMENT

Item 2(b). Address of Principal Business Office or, if none, Residence:  
Goldman Sachs Asset Management  
200 West Street  
New York, NY 10282

Item 2(c). Citizenship:  
GOLDMAN SACHS ASSET MANAGEMENT, L.P. - Delaware

Item 2(d). Title of Class of Securities:  
Class A Common Stock, par value \$0.0001 per share

Item 2(e). CUSIP Number:  
88556E102

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

(a).  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b).  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c).  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d).  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e).  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f).  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g).  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h).  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i).  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j).  A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k).  A group, in accordance with Rule 13d-1(b)(1)(ii)(A) through (K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

- Item 4. Ownership.\*
- (a). Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
  - (b). Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).
  - (c). Number of shares as to which such person has:
    - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
    - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
    - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
    - (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.  
Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Clients of the Reporting Person(s) have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. Clients known to have such right or power with respect to more than 5% of the class of securities to which this report relates are:  
NONE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
See Exhibit (99.2)

Item 8. Identification and Classification of Members of the Group.  
Not Applicable

Item 9. Notice of Dissolution of Group.  
Not Applicable

Item 10. Certification.  
Not Applicable

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 30, 2024,

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By: /s/ AMEEN SOETAN

-----  
Name: AMEEN SOETAN

Title: Attorney-in-fact

INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement
99.2	Item 7 Information
99.3	Power of Attorney, relating to GOLDMAN SACHS ASSET MANAGEMENT, L.P.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Class A Common Stock, par value \$0.0001 per share, of THREDUP INC. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: October 30, 2024,

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By: /s/ AMEEN SOETAN

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Name: AMEEN SOETAN

Title: Attorney-in-fact

ITEM 7 INFORMATION



POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS GOLDMAN SACHS ASSET MANAGEMENT, L.P. (the "Company") does hereby make, constitute and appoint each of Papa Lette, Akash Keshari, Regina Chan, Andrzej Szyszka, Ameen Soetan, Rahail Patel, Santosh Vinayagamoorthy, Sadhiya Raffique, Matthew Pomfret, Abhishek Vishwanathan, Mariana Audeves, Veronica Mupazviriwo, Elizabeth Novak and Sam Prashanth (each, an "attorney-in-fact"), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall take effect on July 23, 2024 and remain in full force and effect until the earlier of (i) July 23, 2025 and (ii) such time that it is revoked in writing; provided that in the event an attorney-in-fact ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates or ceases to perform the function in connection with which he/she was appointed attorney-in-fact prior to such time, this Power of Attorney shall cease to have effect in relation to such Attorney-in-Fact upon such cessation but shall continue in full force and effect in relation to any remaining attorneys-in-fact. The Company has the unrestricted right unilaterally to revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of July 23, 2024.

GOLDMAN SACHS ASSET MANAGEMENT, L.P.  
By: GSAM HOLDINGS LLC., its General Partner

By: /s/ David Plutzer

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Name: David Plutzer  
Title: Authorized Signatory