

OMB APPROVAL	
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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>Trinity TVL X, 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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2021			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>		
2480 SAND HILL ROAD SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) MENLO PARK CA 94025						(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			
Common Stock	03/30/2021		J ⁽¹⁾		92,670	D	(2)	0	I	By Trinity Ventures X, L.P. ⁽³⁾
Common Stock	03/30/2021		J ⁽¹⁾		1,167	D	(2)	0	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽³⁾
Common Stock	03/30/2021		J ⁽¹⁾		576	D	(2)	0	I	By Trinity X Side-By-Side Fund, L.P. ⁽³⁾

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 A Preferred Stock	(4)	03/30/2021		C			68,108	(4)	(4)	Common Stock	68,108	\$0	0	I	By Trinity Ventures X, L.P. ⁽³⁾
Series A Preferred Stock	(4)	03/30/2021		C			635	(4)	(4)	Common Stock	635	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽³⁾
Series A Preferred Stock	(4)	03/30/2021		C			343	(4)	(4)	Common Stock	343	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. ⁽³⁾
Series A-1 Preferred Stock	(4)	03/30/2021		C			4,435,521	(4)	(4)	Common Stock	4,435,521	\$0	0	I	By Trinity Ventures X, L.P. ⁽³⁾
Series A-1 Preferred Stock	(4)	03/30/2021		C			44,136	(4)	(4)	Common Stock	44,136	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽³⁾
Series A-1 Preferred Stock	(4)	03/30/2021		C			26,545	(4)	(4)	Common Stock	26,545	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. ⁽³⁾
Series B Preferred Stock	(4)	03/30/2021		C			1,863,299	(4)	(4)	Common Stock	1,863,299	\$0	0	I	By Trinity Ventures X, L.P. ⁽³⁾
Series B Preferred Stock	(4)	03/30/2021		C			18,158	(4)	(4)	Common Stock	18,158	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽³⁾
Series B Preferred Stock	(4)	03/30/2021		C			10,025	(4)	(4)	Common Stock	10,025	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. ⁽³⁾
Series C Preferred Stock	(4)	03/30/2021		C			1,807,227	(4)	(4)	Common Stock	1,807,227	\$0	0	I	By Trinity Ventures X, L.P. ⁽³⁾
Series C Preferred Stock	(4)	03/30/2021		C			16,847	(4)	(4)	Common Stock	16,847	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽³⁾
Series C Preferred Stock	(4)	03/30/2021		C			9,092	(4)	(4)	Common Stock	9,092	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. ⁽³⁾
Series D Preferred Stock	(4)	03/30/2021		C			1,662,394	(4)	(4)	Common Stock	1,662,394	\$0	0	I	By Trinity Ventures X, L.P. ⁽³⁾

**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 D Preferred Stock	(4)	03/30/2021		C			20,950	(4)	(4)	Common Stock	20,950	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽³⁾
Series D Preferred Stock	(4)	03/30/2021		C			10,348	(4)	(4)	Common Stock	10,348	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. ⁽³⁾
Series E Preferred Stock	(4)	03/30/2021		C			315,434	(4)	(4)	Common Stock	315,434	\$0	0	I	By Trinity Ventures X, L.P. ⁽³⁾
Series E Preferred Stock	(4)	03/30/2021		C			2,697	(4)	(4)	Common Stock	2,697	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽³⁾
Series E Preferred Stock	(4)	03/30/2021		C			1,454	(4)	(4)	Common Stock	1,454	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. ⁽³⁾
Series E-1 Preferred Stock	(4)	03/30/2021		C			319,585	(4)	(4)	Common Stock	319,585	\$0	0	I	By Trinity Ventures X, L.P. ⁽³⁾
Class B Common Stock	(2)	03/30/2021		J ⁽¹⁾		10,564,238		(2)	(2)	Class A Common Stock	10,564,238	\$0	10,564,238	I	By Trinity Ventures X, L.P. ⁽³⁾
Class B Common Stock	(2)	03/30/2021		J ⁽¹⁾		104,590		(2)	(2)	Class A Common Stock	104,590	\$0	104,590	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽³⁾
Class B Common Stock	(2)	03/30/2021		J ⁽¹⁾		58,383		(2)	(2)	Class A Common Stock	58,383	\$0	58,383	I	By Trinity X Side-By-Side Fund, L.P. ⁽³⁾

1. Name and Address of Reporting Person*
[Trinity TVL X, LLC](#)

(Last) (First) (Middle)
 2480 SAND HILL ROAD
 SUITE 200

(Street)
 MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[TRINITY VENTURES X LP](#)

(Last) (First) (Middle)
 2480 SAND HILL ROAD
 SUITE 200

(Street)
 MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Trinity X Entrepreneurs' Fund, L.P.](#)

(Last) (First) (Middle)
 2480 SAND HILL ROAD
 SUITE 200

(Street)
 MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*
[Trinity X Side-By-Side Fund, L.P.](#)

(Last) (First) (Middle)
 2480 SAND HILL ROAD
 SUITE 200

(Street)
 MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CHOPRA AJAY](#)

(Last) (First) (Middle)

2480 SAND HILL ROAD
SUITE 200

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Fenton Noel J](#)

(Last) (First) (Middle)

2480 SAND HILL ROAD
SUITE 200

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Labatt Nina C.](#)

(Last) (First) (Middle)

2480 SAND HILL ROAD
SUITE 200

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ORR LAWRENCE K](#)

(Last) (First) (Middle)

2480 SAND HILL ROAD
SUITE 200

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Nakache Patricia](#)

(Last) (First) (Middle)

C/O THREDUP INC.
969 BROADWAY, SUITE 200

(Street)
OAKLAND CA 94607

(City) (State) (Zip)

Explanation of Responses:

1. Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Common Stock, each share of Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
2. Each share of Class B 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.
3. Trinity TVL X, LLC is the General Partner of Trinity Ventures X, L.P., Trinity X Entrepreneurs' Fund, L.P. and Trinity X Side-By-Side Fund, L.P. (the "Trinity Entities"), and the Management Members of Trinity TVL X, LLC share voting and dispositive power over the shares held by each of the Trinity Entities. The Management Members of Trinity TVL X, LLC are Ajay Chopra, Noel Fenton, Nina Labatt, Patricia Nakache and Larry Orr. Each of Trinity TVL X, LLC, Mr. Chopra, Mr. Fenton, Ms. Labatt and Mr. Orr disclaim beneficial ownership of the shares reported herein except to the extent of his, her or its respective pecuniary interest therein. Ms. Nakache is a director of the Issuer and files separate Section 16 reports.
4. Immediately prior to the closing of the Issuer's initial public offering, each share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series E-1 Preferred Stock (collectively, the "Preferred Stock") automatically converted into one share of the Issuer's Common Stock, par value \$0.0001 per share, on a one-for-one basis. The Preferred Stock had no expiration date.

Remarks:

[TRINITY TVL X, LLC, a
Delaware limited liability
company By: Nina C. Labatt,
Management Member](#) [04/01/2021](#)
[TRINITY VENTURES X, L.P., a
Delaware limited partnership By:
Trinity TVL X, LLC, a Delaware
limited liability company its
General Partner By: Nina C.
Labatt, Management Member](#) [04/01/2021](#)

<u>TRINITY X ENTREPRENEURS FUND, L.P., a Delaware limited partnership By: Trinity TVL X, LLC, a Delaware limited liability company its General Partner By: Nina C. Labatt, Management Member</u>	<u>04/01/2021</u>
<u>TRINITY X SIDE-BY-SIDE FUND, L.P., a Delaware limited partnership By: Trinity TVL X, LLC, a Delaware limited liability company its General Partner By: Nina C. Labatt, Management Member</u>	<u>04/01/2021</u>
<u>/s/ Ajay Chopra</u>	<u>04/01/2021</u>
<u>/s/ Noel J. Fenton</u>	<u>04/01/2021</u>
<u>/s/ Nina C. Labatt</u>	<u>04/01/2021</u>
<u>/s/ Patricia E. Nakache</u>	<u>04/01/2021</u>
<u>/s/ Lawrence K. Orr</u>	<u>04/01/2021</u>
** 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.