FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

| | Check this box if no longer subject |
|---|---|
| ١ | to Section 16. Form 4 or Form 5 |
| J | Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See |
| | Instruction 1(h) |

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 | | , . | | | | iipaiiy Act C | | | _ | | | | | | | | |
|---|--|-----|------|---|--|--|---|--|--|------|--|------------------|-----------------|---|--|--|--|--|---------------------------------------|---|--|--|
| Name and Address of Reporting Person* Friedman Ian | | | | | 2. Issuer Name and Ticker or Trading Symbol ThredUp Inc. [TDUP] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | | |
| Filedinan lan | | | | | | | | | | | | | | _ | X | Direct | tor | | 10% O | wner | | |
| (Last) (First) (Middle) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/24/2023 | | | | | | | | | | Office below | er (give title v) | | Other (s | specify | | |
| C/O THREDUP INC. | | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | | |
| 969 BROADWAY, SUITE 200 | | | | | 4. " \ | 4. II Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Line) | | | | | | | |
| 505 BROAD WITH, 5011L 200 | | | | | | | | | | | | | | | X Form filed by One Reporting Person | | | | | | | |
| (Street) OAKLAND CA 94607 | | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | | | |
| Office | 110 01 | 1 3 | 1007 | | Duk | . 10 |)hE | 1(0) | Tranc | -001 | tion Ind | lioo | tion | | | | | | | | | |
| | | | | | Kult | ; T(| -כענ | T(C) | Halis | acı | tion Ind | IICa | ation | | | | | | | | | |
| (City) | ty) (State) (Zip) | | | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transact Date (Month/Day) | | | | | | Exec if any | Deemed cution Date, ny nth/Day/Year) | | 3. Transaction Code (Instr. 8) 4. Securiti Disposed and 5) | | | | | | 3, 4 Secur Benef Owne Follow Report Trans | | 5. Amount of Securities Beneficially Owned Following | | n: Direct or ect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) Pr | | Price | | | ed ction(s) 3 and 4) | | | | | |
| Class A C | 2023 | | | | A ⁽¹⁾ | | 55,872 | 2 A | | \$0 | | 131,190 | | | D | | | | | | | |
| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | | | |
| | | | | (e.g., pu | ıs, cai | 15, V | varra | ınıs, | options | 5, 0 | onvertib | ne s | Secui | illes |) | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | rivative Conversion Date Execution Date, curity or Exercise (Month/Day/Year) if any | | | 4. Transaction Code (Instr. 8) | | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and | | f g | 8. Price Deriva Securi (Instr. ! | | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | y | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | | | |
| | | | | | Code | v | (A) | (D) | Date Exercisal | | Expiration Date | Title | or Nui of | ount mber ares | | | | | | | | |

Explanation of Responses:

1. These shares represent RSUs. Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock. The RSUs vest in full on the earlier of (i) May 24, 2024 or (ii) the Issuer's next annual meeting of stockholders, subject to the Reporting Person's continued service to the Issuer on such date.

Remarks:

/s/ Alon Rotem, Attorney-in-Fact 05/26/2023

** 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.