

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>Highland Management Partners VIII Ltd</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>08/02/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
ONE BROADWAY, 16TH FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) CAMBRIDGE MA 02142								
(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	08/02/2021		c <sup>(1)</sup>		502,594	A	\$0 <sup>(1)</sup>	502,594	I	See Footnote <sup>(2)</sup>
Class A Common Stock	08/02/2021		c <sup>(1)</sup>		7,793	A	\$0 <sup>(1)</sup>	7,793	I	See Footnote <sup>(3)</sup>
Class A Common Stock	08/02/2021		c <sup>(1)</sup>		182,249	A	\$0 <sup>(1)</sup>	182,249	I	See Footnote <sup>(4)</sup>
Class A Common Stock	08/02/2021		s <sup>(5)</sup>		502,594	D	\$23.1588	0	I	See Footnote <sup>(2)</sup>
Class A Common Stock	08/02/2021		s <sup>(5)</sup>		7,793	D	\$23.1588	0	I	See Footnote <sup>(3)</sup>
Class A Common Stock	08/02/2021		s <sup>(5)</sup>		182,249	D	\$23.1588	0	I	See Footnote <sup>(4)</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
Class B Common Stock	(6)	08/02/2021		c <sup>(1)</sup>		502,594		(6)	(6)	Class A Common Stock	502,594	\$0	4,523,340	I	See Footnote <sup>(2)</sup>
Class B Common Stock	(6)	08/02/2021		c <sup>(1)</sup>		7,793		(6)	(6)	Class A Common Stock	7,793	\$0	70,129	I	See Footnote <sup>(3)</sup>
Class B Common Stock	(6)	08/02/2021		c <sup>(1)</sup>		182,249		(6)	(6)	Class A Common Stock	182,249	\$0	1,640,248	I	See Footnote <sup>(4)</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\*  
Highland Management Partners VIII Limited Partnership

(Last) (First) (Middle)

ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Highland Capital Partners VIII Limited Partnership](#)

(Last)

(First)

(Middle)

ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Highland Capital Partners VIII-B Limited Partnership](#)

(Last)

(First)

(Middle)

ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE MA 02142

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Highland Capital Partners VIII-C Limited Partnership](#)

(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 VIII Limited Partnership ("Highland Capital VIII"). Highland Management Partners VIII Limited ("HMP VIII Ltd") is the general partner of Highland Management Partners VIII Limited Partnership ("HMP VIII LP"), which is the general partner of Highland Capital VIII. Robert J. Davis, Paul A. Maeder, Corey M. Mulloy and Daniel J. Nova, a member of the Issuer's board of directors (collectively, the "HMP VIII Ltd Directors"), are the directors of HMP VIII Ltd. Each of HMP VIII LP, HMP VIII Ltd and the HMP VIII Ltd Directors may be deemed to share voting, investment and dispositive power over the shares held by Highland Capital VIII and as a result may be deemed to have beneficial ownership over such shares. Each of HMP VIII LP, HMP VIII Ltd and the HMP VIII Ltd Directors disclaims beneficial ownership over the shares held by Highland Capital VIII to the extent of its or their respective pecuniary interests therein, if any.
3. These shares are held of record by Highland Capital Partners VIII-B Limited Partnership ("Highland Capital VIII-B"). HMP VIII Ltd is the general partner of HMP VIII LP, which is the general partner of Highland Capital VIII-B. The HMP VIII Ltd Directors are the directors of HMP VIII Ltd. Each of HMP VIII LP, HMP VIII Ltd and the HMP VIII Ltd Directors may be deemed to share voting, investment and dispositive power over the shares held by Highland Capital VIII-B and as a result may be deemed to have beneficial ownership over such shares. Each of HMP VIII LP, HMP VIII Ltd and the HMP VIII Ltd Directors disclaims beneficial ownership over the shares held by Highland Capital VIII-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 VIII-C Limited Partnership ("Highland Capital VIII-C"). HMP VIII Ltd is the general partner of HMP VIII LP, which is the general partner of Highland Capital VIII-C. The HMP VIII Ltd Directors are the directors of HMP VIII Ltd. Each of HMP VIII LP, HMP VIII Ltd and the HMP VIII Ltd Directors may be deemed to share voting, investment and dispositive power over the shares held by Highland Capital VIII-C and as a result may be deemed to have beneficial ownership over such shares. Each of HMP VIII LP, HMP VIII Ltd and the HMP VIII Ltd Directors disclaims beneficial ownership over the shares held by Highland Capital VIII-C to the extent of its or their respective pecuniary interests therein, if any.
5. 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 VIII sold 502,594 shares of Class A Common Stock, Highland Capital VIII-B sold 7,793 shares of Class A Common Stock and Highland Capital VIII-C sold 182,249 shares of Class A Common Stock, each at a price per share of \$23.1588 (after underwriting discounts and commissions). Highland Capital VIII, Highland Capital VIII-B and Highland Capital VIII-C were selling stockholders in the registered public offering.
6. 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 2 of 2, being filed collectively by each of the undersigned Reporting Persons and Highland Management Partners VII, LLC, Highland Management Partners VII Limited Partnership, Highland Capital Partners VII Limited Partnership, Highland Capital Partners VII-B Limited Partnership, Highland Capital Partners VII-C Limited Partnership, and Highland Entrepreneurs' Fund VII Limited Partnership.

[HIGHLAND MANAGEMENT PARTNERS VIII LIMITED](#) By: [08/02/2021](#)  
[/s/ Jessica Healey, Authorized Officer](#)

[HIGHLAND MANAGEMENT PARTNERS VIII LIMITED PARTNERSHIP](#) By: [Highland Management Partners VIII Limited, its General Partner](#) By: [08/02/2021](#)  
[/s/ Jessica Healey, Authorized Officer](#)

[HIGHLAND CAPITAL PARTNERS VIII LIMITED](#) [08/02/2021](#)

[PARTNERSHIP By: Highland Management Partners VIII Limited Partnership, its General Partner By: Highland Management Partners VIII Limited, its General Partner By: /s/ Jessica Healey, Authorized Officer](#)  
[HIGHLAND CAPITAL PARTNERS VIII-B LIMITED PARTNERSHIP By: Highland Management Partners VIII Limited Partnership, its General Partner By: Highland Management Partners VIII Limited, its General Partner By: /s/ Jessica Healey, Authorized Officer](#) 08/02/2021  
[HIGHLAND CAPITAL PARTNERS VIII-C LIMITED PARTNERSHIP By: Highland Management Partners VIII Limited Partnership, its General Partner By: Highland Management Partners VIII Limited, its General Partner By: /s/ Jessica Healey, Authorized Officer](#) 08/02/2021

\*\* 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.**