

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>LAZAR JACK R</u>  (Last) (First) (Middle) <u>C/O THREDUP INC.</u> <u>969 BROADWAY, SUITE 200</u>  (Street) <u>OAKLAND CA 94607</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ThredUp Inc. [ TDUP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/30/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/30/2021		p <sup>(1)</sup>		7,142	A	\$14	17,856	D		

**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 E-1 Preferred Stock	(2)	03/30/2021		C		31,958		(2)	(2)	Common Stock	31,958	\$0	0	I	By Lazar 2012 Living Trust
Class B Common Stock	(3)	03/30/2021		J <sup>(4)</sup>		31,958		(3)	(3)	Class A Common Stock	31,958	\$0	31,958	I	By Lazar 2012 Living Trust
Stock Option (Right to Buy)	\$2.05	03/30/2021		J <sup>(4)</sup>		281,994		(5)	07/06/2027	Common Stock	281,994	\$0	0	D	
Stock Option (Right to Buy)	\$2.05	03/30/2021		J <sup>(4)</sup>		281,994		(5)	07/06/2027	Class B Common Stock <sup>(3)</sup>	281,994	\$0	281,994	D	

**Explanation of Responses:**

- Represents the purchase of shares of Class A common stock of the Issuer in the Issuer's directed share program in connection with its initial public offering.
- Immediately prior to the closing of the Issuer's initial public offering, each share of Series E-1 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 Series E-1 Preferred Stock had no expiration date.
- 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.
- 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.
- The stock option vests in 48 equal monthly installments after June 23, 2017, subject to the Reporting Person's continued service with the Issuer as of each vesting date.

**Remarks:**

/s/ Alon Rotem, Attorney-in-Fact 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.