FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number: 3235-0287										
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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

Name and Address of Reporting Person* BETTINELLI GREG						2. Issuer Name and Ticker or Trading Symbol ThredUp Inc. [TDUP]								Relationship of Reporting (Check all applicable) X Director			10% Owr		ner
(Last) (First) (Middle) C/O THREDUP INC. 969 BROADWAY, SUITE 200						3. Date of Earliest Transaction (Month/Day/Year) 11/09/2021									Officer (g below)	give title		Other (s below)	pecify
(Street)	ND (CA	94607		.	4. If Amendment, Date of Original Filed (Month/Day/Year)									Form file	ed by One	Filing (Check Applicable Reporting Person re than One Reporting F		
(City)	(:	State)	(Zip)																
		7	able I -	Non-D	eriva	tive \$	Secu	rities A	cquire	ed, C	isposed o	f, or Be	enefici	ally C	wned				
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year		ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		Of (D) (Instr. 3, 4 and		(A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				_		+			Code	'	Amount	(D)	Price		(Instr. 3 aı	nd 4)			
Class A Common Stock				11/09/2021		1			C ⁽¹⁾		371,973	A	\$ 0 ⁽¹⁾		371,973			I	By Upfront Growth I, L.P. ⁽²⁾
Class A Common Stock			11/09/2021		1			C ⁽¹⁾		557,960	A	\$0) (1)	557,960			I	By Upfront Growth II, L.P. ⁽²⁾	
Class A Common Stock			11/09/2021		1			C ⁽¹⁾		1,201,169	A	\$0	\$0 ⁽¹⁾		1,201,169		I	By Upfront IV, L.P. ⁽²⁾	
Class A Common Stock			11/09/2021		1			C ⁽¹⁾		68,898	A	\$0	J (1)	68,898			I	By Upfront IV Ancillary, L.P. ⁽²⁾	
Class A Common Stock			11/09/2021		1			J ⁽³⁾ 338,157 D \$0 33,		33,8	316		I	By Upfront Growth I, L.P. ⁽²⁾					
Class A Common Stock			11/09/2021		1			J ⁽³⁾		507,236	D	\$	50,724		724		I	By Upfront Growth II, L.P. ⁽²⁾	
Class A Common Stock			11/09/2021		1			J ⁽³⁾		1,091,972	D	\$	0	109,197			I	By Upfront IV, L.P. ⁽²⁾	
Class A Common Stock				11/09/2021		1		J ⁽³⁾		62,635	D	\$	6,263		63	I		By Upfront IV Ancillary, L.P. ⁽²⁾	
Class A Common Stock 11/0						11/09/2021			J ⁽⁴⁾	(4) 30,637		A	\$0	(4)	30,6	637	D		
Class A Common Stock 11/10/					11/10/2021			S ⁽⁵⁾		19,028	D	\$19.4	9.475 ⁽⁶⁾		11,609		D		
Class A Common Stock 11/1					11/10/2021			S ⁽⁵⁾		972	D	\$19.0	057 ⁽⁷⁾	10,637			D		
			Table	II - De	rivati	ve Se	curi	ties Ac	quired	d, Dis	sposed of, , convertil	or Ben	neficial	ly Ov	vned				
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any			eemed 4.		action	5. Number of Derivative		6. Dat Expira (Mont		cisable and Date Year)	7. Title and Amor Securities Under Derivative Secur (Instr. 3 and 4)		nt of ring	Derivative Security (Instr. 5)	9. Numbo derivativ Securitie Beneficia Owned Followin Reporter	e sally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amoun Numbe Shares	rof		Transact (Instr. 4)			

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	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	Amount or Number of Shares			Transaction(s) (Instr. 4)		
Class B Common Stock	(1)	11/09/2021		C ⁽¹⁾			371,973	(1)	(1)	Class A Common Stock	371,973	\$0	1,170,754	I	By Upfront Growth I, L.P. ⁽²⁾
Class B Common Stock	(1)	11/09/2021		C ⁽¹⁾			557,960	(1)	(1)	Class A Common Stock	557,960	\$0	1,756,131	I	By Upfront Growth II, L.P. ⁽²⁾
Class B Common Stock	(1)	11/09/2021		C ⁽¹⁾			1,201,169	(1)	(1)	Class A Common Stock	1,201,169	\$0	3,780,579	I	By Upfront IV L.P. ⁽²⁾
Class B Common Stock	(1)	11/09/2021		C ⁽¹⁾			68,898	(1)	(1)	Class A Common Stock	68,898	\$0	216,851	I	By Upfront IV Ancillary, L.P. ⁽²⁾

Explanation of Responses:

- 1. 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.
- 3. Represents pro rata, in-kind distributions, and not a purchase or sale, of securities without consideration, by such distributing entity to its respective partners, members and/or assigns. Such distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- 4. Represents (i) 3,354 shares of Class A Common Stock acquired by the Reporting Person in a distribution by Upfront Growth I for no consideration on November 9, 2021, (ii) 2,270 shares of Class A Common Stock acquired by the Reporting Person in a distribution by Upfront Growth II for no consideration on November 9, 2021, (iii) 24,889 shares of Class A Common Stock acquired by the Reporting Person in a distribution by Upfront IV for no consideration on November 9, 2021, and (iv) 124 shares of Class A Common Stock acquired by the Reporting Person in a distribution by Upfront IV Ancillary, for no consideration on November 9, 2021, and (iv) 124 shares of Class A Common Stock acquired by the Reporting Person in a distribution by Upfront IV Ancillary, for no consideration on November 9, 2021, and (iv) 124 shares of Class A Common Stock acquired by the Reporting Person in a distribution by Upfront IV Ancillary, for no consideration on November 9, 2021, and (iv) 124 shares of Class A Common Stock acquired by the Reporting Person in a distribution by Upfront IV Ancillary, for no consideration on November 9, 2021, and (iv) 124 shares of Class A Common Stock acquired by the Reporting Person in a distribution by Upfront IV Ancillary, for no consideration on November 9, 2021, and (iv) 124 shares of Class A Common Stock acquired by the Reporting Person in a distribution of Class A Common Stock acquired by the Reporting Person in a distribution of Class A Common Stock acquired by the Reporting Person in a distribution of Class A Common Stock acquired by the Reporting Person in a distribution of Class A Common Stock acquired by the Reporting Person in a distribution of Class A Common Stock acquired by the Reporting Person in a distribution of Class A Common Stock acquired by the Reporting Person in a distribution of Class A Common Stock acquired by the Reporting Person in a distribution of Class A Common Stock acquired by the Reporting Person in a distribution of Class A Common Stock acquired by the Reporting Person in a dist
- $5. \ This \ transaction \ was \ effected \ pursuant \ to \ a \ Rule \ 10b5-1 \ trading \ plan \ previously \ adopted \ by \ the \ Reporting \ Person.$
- 6. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$19.25 to \$19.65 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in
- 7. The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$19.00 to \$19.03 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Remarks:

/s/ Alon Rotem, Attorney-in-Fact 11/12/2021

** 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.