

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>BETTINELLI GREG</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>08/02/2021</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	08/02/2021		C <sup>(1)</sup>		171,414	A	\$0 <sup>(1)</sup>	171,414	I	By Upfront Growth I, L.P. <sup>(2)</sup>
Class A Common Stock	08/02/2021		C <sup>(1)</sup>		257,121	A	\$0 <sup>(1)</sup>	257,121	I	By Upfront Growth II, L.P. <sup>(2)</sup>
Class A Common Stock	08/02/2021		C <sup>(1)</sup>		553,526	A	\$0 <sup>(1)</sup>	553,526	I	By Upfront IV, L.P. <sup>(2)</sup>
Class A Common Stock	08/02/2021		C <sup>(1)</sup>		31,751	A	\$0 <sup>(1)</sup>	31,751	I	By Upfront IV Ancillary, L.P. <sup>(2)</sup>
Class A Common Stock	08/02/2021		S <sup>(3)</sup>		171,414	D	\$23.1588	0	I	By Upfront Growth I, L.P. <sup>(2)</sup>
Class A Common Stock	08/02/2021		S <sup>(3)</sup>		257,121	D	\$23.1588	0	I	By Upfront Growth II, L.P. <sup>(2)</sup>
Class A Common Stock	08/02/2021		S <sup>(3)</sup>		553,526	D	\$23.1588	0	I	By Upfront IV, L.P. <sup>(2)</sup>
Class A Common Stock	08/02/2021		S <sup>(3)</sup>		31,751	D	\$23.1588	0	I	By Upfront IV Ancillary, L.P. <sup>(2)</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	(4)	08/02/2021		C <sup>(1)</sup>			171,414	(4)	(4)	Class A Common Stock	171,414	\$0	1,542,727	I	By Upfront Growth I, L.P. <sup>(2)</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	Amount or Number of Shares				
Class B Common Stock	(4)	08/02/2021		C <sup>(1)</sup>			257,121	(4)	(4)	Class A Common Stock	257,121	\$0	2,314,091	I	By Upfront Growth II, L.P. <sup>(2)</sup>
Class B Common Stock	(4)	08/02/2021		C <sup>(1)</sup>			553,526	(4)	(4)	Class A Common Stock	553,526	\$0	4,981,748	I	By Upfront IV L.P. <sup>(2)</sup>
Class B Common Stock	(4)	08/02/2021		C <sup>(1)</sup>			31,751	(4)	(4)	Class A Common Stock	31,751	\$0	285,749	I	By Upfront IV Ancillary, L.P. <sup>(2)</sup>

**Explanation of Responses:**

- 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.
- Upfront Growth GP I, LLC is the general partner of Upfront Growth I, L.P. ("Upfront Growth I"). Upfront Growth GP II, LLC is the general partner of Upfront Growth II, L.P. ("Upfront Growth II"). Upfront GP IV, L.P. is the general partner of Upfront IV, L.P. ("Upfront IV"). Upfront IV Ancillary GP, LLC is the general partner of Upfront IV Ancillary, L.P. ("Upfront IV Ancillary;" and together with Upfront Growth I, Upfront Growth II and Upfront IV, the "Upfront Entities"). The Upfront Entities are managed by Upfront Ventures Management, LLC which is controlled by Mark Suster and Yves Sisteron. The Reporting Person is a member or limited partner, as applicable, of the general partners of the respective Upfront Entities. The Reporting Person disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein.
- 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, Upfront Growth I sold 171,414 shares of Class A Common Stock, Upfront Growth II sold 257,121 shares of Class A Common Stock, Upfront IV sold 553,526 shares of Class A Common Stock and Upfront IV Ancillary sold 31,751 shares of Class A Common Stock, each at a price per share of \$23.1588 (after underwriting discounts and commissions). The Upfront Entities were selling stockholders in the registered public offering.
- 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:**

/s/ Alon Rotem, Attorney-in-Fact

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.

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