

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>Nakache Patricia</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) <input checked="" type="checkbox"/> 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>03/30/2021</u>						
C/O THREDUP INC. 969 BROADWAY, SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
OAKLAND	CA		94607						

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			
Common Stock	03/30/2021		J <sup>(1)</sup>		92,670	D	(2)	0	I	By Trinity Ventures X, L.P. <sup>(3)</sup>
Common Stock	03/30/2021		J <sup>(1)</sup>		1,167	D	(2)	0	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(3)</sup>
Common Stock	03/30/2021		J <sup>(1)</sup>		576	D	(2)	0	I	By Trinity X Side-By-Side Fund, L.P. <sup>(3)</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				
Series A Preferred Stock	(4)	03/30/2021		C			68,108	(4)	(4)	Common Stock	68,108	\$0	0	I	By Trinity Ventures X, L.P. <sup>(3)</sup>
Series A Preferred Stock	(4)	03/30/2021		C			635	(4)	(4)	Common Stock	635	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(3)</sup>
Series A Preferred Stock	(4)	03/30/2021		C			343	(4)	(4)	Common Stock	343	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. <sup>(3)</sup>
Series A-1 Preferred Stock	(4)	03/30/2021		C			4,435,521	(4)	(4)	Common Stock	4,435,521	\$0	0	I	By Trinity Ventures X, L.P. <sup>(3)</sup>
Series A-1 Preferred Stock	(4)	03/30/2021		C			44,136	(4)	(4)	Common Stock	44,136	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(3)</sup>
Series A-1 Preferred Stock	(4)	03/30/2021		C			26,545	(4)	(4)	Common Stock	26,545	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. <sup>(3)</sup>
Series B Preferred Stock	(4)	03/30/2021		C			1,863,299	(4)	(4)	Common Stock	1,863,299	\$0	0	I	By Trinity Ventures X, L.P. <sup>(3)</sup>
Series B Preferred Stock	(4)	03/30/2021		C			18,158	(4)	(4)	Common Stock	18,158	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(3)</sup>
Series B Preferred Stock	(4)	03/30/2021		C			10,025	(4)	(4)	Common Stock	10,025	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. <sup>(3)</sup>
Series C Preferred Stock	(4)	03/30/2021		C			1,807,227	(4)	(4)	Common Stock	1,807,227	\$0	0	I	By Trinity Ventures X, L.P. <sup>(3)</sup>
Series C Preferred Stock	(4)	03/30/2021		C			16,847	(4)	(4)	Common Stock	16,847	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(3)</sup>
Series C Preferred Stock	(4)	03/30/2021		C			9,092	(4)	(4)	Common Stock	9,092	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. <sup>(3)</sup>
Series D Preferred Stock	(4)	03/30/2021		C			1,662,394	(4)	(4)	Common Stock	1,662,394	\$0	0	I	By Trinity Ventures X, L.P. <sup>(3)</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				
Series D Preferred Stock	(4)	03/30/2021		C			20,950	(4)	(4)	Common Stock	20,950	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(3)</sup>
Series D Preferred Stock	(4)	03/30/2021		C			10,348	(4)	(4)	Common Stock	10,348	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. <sup>(3)</sup>
Series E Preferred Stock	(4)	03/30/2021		C			315,434	(4)	(4)	Common Stock	315,434	\$0	0	I	By Trinity Ventures X, L.P. <sup>(3)</sup>
Series E Preferred Stock	(4)	03/30/2021		C			2,697	(4)	(4)	Common Stock	2,697	\$0	0	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(3)</sup>
Series E Preferred Stock	(4)	03/30/2021		C			1,454	(4)	(4)	Common Stock	1,454	\$0	0	I	By Trinity X Side-By-Side Fund, L.P. <sup>(3)</sup>
Series E-1 Preferred Stock	(4)	03/30/2021		C			319,585	(4)	(4)	Common Stock	319,585	\$0	0	I	By Trinity Ventures X, L.P. <sup>(3)</sup>
Class B Common Stock	(2)	03/30/2021		J <sup>(1)</sup>		10,564,238		(2)	(2)	Class A Common Stock	10,564,238	\$0	10,564,238	I	By Trinity Ventures X, L.P. <sup>(3)</sup>
Class B Common Stock	(2)	03/30/2021		J <sup>(1)</sup>		104,590		(2)	(2)	Class A Common Stock	104,590	\$0	104,590	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(3)</sup>
Class B Common Stock	(2)	03/30/2021		J <sup>(1)</sup>		58,383		(2)	(2)	Class A Common Stock	58,383	\$0	58,383	I	By Trinity X Side-By-Side Fund, L.P. <sup>(3)</sup>

**Explanation of Responses:**

- 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.
- 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.
- The Reporting Person is a Management Member of Trinity TVL X, LLC, the general partner of Trinity Ventures X, L.P., Trinity X Entrepreneurs' Fund, L.P. and Trinity X Side-By-Side Fund, L.P., and shares voting and dispositive power with the other Management Members over the shares held by Trinity Ventures X, L.P., Trinity X Entrepreneurs' Fund, L.P. and Trinity X Side-By-Side Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares reported herein except to the extent of her pecuniary interest therein.
- Immediately prior to the closing of the Issuer's initial public offering, each share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock, Series E Preferred Stock and Series E-1 Preferred Stock (collectively, the "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 Preferred Stock had no expiration 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.

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