FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

C/O THREDUP INC.   969 BROADWAY, SUITE 200   Image: Check all applicable   Image: Ch					or	Section 30(h	n) of the Inv	estment Company Act of 1940					
4. Relationship of Reporting Person(s) to Issuer (Chor Kall applicable)   5. If Amendment, Date of Original Filed (Chor Kall applicable)     969 BROADWAY, SUTTE 200   10% Owner Officer (give title below)   10% Owner Officer (give title below)   5. If Amendment, Date of Original Filed (Chor Kall applicable)     (Street) OAKLAND   CA   94607   10% Owner Officer (give title below)   0ther (specify below)   6. Individual or Joint/Group Filing (Chor X Form filed by One Reporting I Form filed by More than One     Table I - Non-Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)     1. Title of Security (Instr. 4)     2. Amount of Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)     1. Title of Derivative Security (Instr. 4)     2. Date Exercisable and Expiration Date (Month/Day/Year)   3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)   5. Ownership Or Exercisable and Expiration Date (Month/Day/Year)   5. Ownership Security (Instr. 4)   5. Ownership Or Exercisable and Expiration Date (Month/Day/Year)   5. Ownership Security (Instr. 4)   6. Nature of I Shares   6. Nature of I Shares   6. Nature of I Shares   6. Neture of I Shares </th <th colspan="4">I. Name and Address of Reporting Person</th> <th colspan="8">ent (Month/Day/Year) Thred I p Inc [ TDI IP ]</th>	I. Name and Address of Reporting Person				ent (Month/Day/Year) Thred I p Inc [ TDI IP ]								
OAKLAND   CA   94607   Image: constraint of the point of the poin	C/O THREDUP INC.						(Check all applicable) X Director		10% Owner	below) 6. Ir	5. If Amendment, Date of Original Filed (Month/Day/Ye 6. Individual or Joint/Group Filing (Check Applicable Lin X Form filed by One Reporting Person		
Table I - Non-Derivative Securities Beneficially Owned     1. Title of Security (Instr. 4)   2. Amount of Securities Beneficially Owned (Instr. 4)   3. Ownership Form: Direct (D) or Indirect (D) (Instr. 5)   4. Nature of Indirect Beneficial Owners Direct (D) or Indirect (D) (Instr. 5)     Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)     1. Title of Derivative Security (Instr. 4)     2: Date Exercisable and Expiration Date (Month/Day/Year)   3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)   4. Nature of Indirect Beneficial Owners Conversion or Exercise Price of Derivative Security (Instr. 4)     2: Date Exercisable and Expiration Date (Month/Day/Year)   3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)   5. Ownership On Exercise Price of Derivative Security     Series E-1 Preferred Stock   (I)   (I)   Common Stock <sup>(2)</sup> 31,958   (I)   I   By Lazar 20		CA	94607	_							Form filed by M	Nore than One Reporting Person	
1. Title of Security (Instr. 4)   2. Amount of Securities Beneficially Owned (Instr. 4)   3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)   4. Nature of Indirect Beneficial Owners Direct (D) or Indirect (I) (Instr. 5)     Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)     1. Title of Derivative Security (Instr. 4)   2. Date Expericable and Expiration Date (Month/Day/Year)   3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)   4. Conversion or Exercise Price of Date Expiration Date   5. Ownership Form: Direct (D) or Indirect (D) (Instr. 5)   5. Ownership Form: Direct (D) or Indirect (D) (Instr. 5)   6. Nature of I Ownership (D) Ownership (D) (Instr. 5)     Series E-1 Preferred Stock   (1)   (1)   Common Stock <sup>(2)</sup> 31,958   (1)   I   By Lazar 20	(City)	(State)	(Zip)										
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(e.g., puts, calls, warrants, options, convertible securities)     1. Title of Derivative Security (Instr. 4)   2. Date Exercisable and Expiration Date (Month/Day/Year)   3. Title and Amount of Security (Instr. 4)   4. Conversion of Exercisable and Security (Instr. 4)   5. Ownership (Orm: Direct (D) (Instr. 5)   6. Nature of I (Ormersion of Exercisable and Expiration Date (Month/Day/Year)   5. Ownership (Orm: Direct (D) (Instr. 5)   6. Nature of I (Ormersion of Exercisable and Expiration Date (Month/Day)/Year)   5. Ownership (Orm: Direct (D) (Instr. 5)   6. Nature of I (Ormersion of Exercisable and Expiration Date (Month/Day)/Year)   5. Ownership (Orm: Direct (D) (Instr. 5)   6. Nature of I (Ormersion of Exercisable and Expiration Date (Month/Day)/Year)   5. Ownership (Orm: Direct (D) (Instr. 5)   6. Nature of I (Ormersion of Exercisable and Expiration Date (Month/Day)/Year)   6. Ownership (Orm: Direct (D) (Instr. 5)   6. Nature of I (Ormersion of Exercisable and Exercisable Expiration Date (Month/Day)/Year)   6. Ownership (Orm: Direct (D) (Instr. 5)   6. Nature of I (Ormersion of Exercisable and Exercisable Expiration Date (Month/Day)/Year)   6. Nature of I (Ormersion of Exercisable and Exercisable and Exercisable Expiration Date (Month/Day)/Year)   6. Nature of I (Ormersion of Exercisable and Exercisable and Exercisable and Exercisable Expiration Date (Month/Day)/Year)   8. Nature of I (Ormersion of Exercisable and	1. Title of Security (Instr. 4)								Direct (D) or Indirect (I)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
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Date Exercisable Expiration Date Expiration Date Expiration Date Amount or Number of Date Derivative Security Derivative Security   Series E-1 Preferred Stock (1) (1) Common Stock <sup>(2)</sup> 31,958 (1) I By Lazar 20	1. Title of Derivative Security (Instr. 4)				Expiration Date				lying Derivative	Conversion or Exercise	Form: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
							Title		Number of	Derivative	(INSTR. 5)		
	Series E-1 Prefe	rred Stock			(1)	(1)		Common Stock <sup>(2)</sup>	31,958	(1)	I	By Lazar 2012 Living Trust	
Stock Option (Right to Buy) (** 07/06/2027 Common Stock*** 261,994 2.05 D	Stock Option (R	ight to Buy)			(3)	07/06/2027		Common Stock <sup>(2)</sup>	281,994	2.05	D		

Explanation of Responses:

1. Each share of Series E-1 Preferred Stock shall automatically convert into one share of the Issuer's Common Stock, par value \$0.0001 per share, on a one-for-one basis, immediately prior to the closing of the Issuer's initial public offering. The shares of Series E-1 Preferred Stock have no expiration date.

2. Inmediately prior to the completion 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 shall be reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7. Class B Common Stock is convertible into Class A Common Stock at any time at the option of the holder. 3. 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:

Exhibit 24 - Power of Attorney

/s/ Alon Rotem Attorney-in-Fact \*\* Signature of Reporting Person

03/25/2021 Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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.

## LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Alon Rotem, Sean Sobers, Alex Tinucci, Popi Heron and Bradley Weber, signing singly, and with

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as officer and/or director of ThredUp Inc. (the "Company"),

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any sur

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and tl This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 20, 2021.

/s/ Jack Lazar

Jack Lazar