

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

OMB APPROVAL	
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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).

1. Name and Address of Reporting Person* <u>Trinity TVL X, LLC</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2021			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
325 SHARON PARK DR., #458			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) MENLO PARK CA 94025								
(City) (State) (Zip)								

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	11/30/2021		C		475,391	A	\$0.00 ⁽¹⁾	475,391	I	By Trinity Ventures X, L.P. ⁽²⁾
Class A Common Stock	11/30/2021		C		4,707	A	\$0.00 ⁽¹⁾	4,707	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽²⁾
Class A Common Stock	11/30/2021		C		2,627	A	\$0.00 ⁽¹⁾	2,627	I	By Trinity X Side-By-Side Fund, L.P. ⁽²⁾
Class A Common Stock	11/30/2021		J ⁽³⁾		475,391	D	\$0.00	0	I	By Trinity Ventures X, L.P. ⁽²⁾
Class A Common Stock	11/30/2021		J ⁽⁴⁾		4,707	D	\$0.00	0	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽²⁾
Class A Common Stock	11/30/2021		J ⁽⁵⁾		2,627	D	\$0.00	0	I	By Trinity X Side-By-Side Fund, L.P. ⁽²⁾
Class A Common Stock	11/30/2021		J ⁽⁶⁾		4,754	A	\$0.00	4,754	I	By Trinity TVL X, LLC ⁽²⁾
Class A Common Stock	11/30/2021		J ⁽⁷⁾		4,754	D	\$0.00	0	I	By Trinity TVL X, LLC ⁽²⁾

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	(1)	11/30/2021		C		475,391		(8)	(8)	Class A Common Stock	475,391	\$0.00 ⁽⁸⁾	9,032,424	I	By Trinity Ventures X, L.P. ⁽²⁾
Class B Common Stock	(1)	11/30/2021		C		4,707		(8)	(8)	Class A Common Stock	4,707	\$0.00 ⁽⁸⁾	89,424	I	By Trinity X Entrepreneurs' Fund, L.P. ⁽²⁾
Class B Common Stock	(1)	11/30/2021		C		2,627		(8)	(8)	Class A Common Stock	2,627	\$0.00 ⁽⁸⁾	49,918	I	By Trinity X Side-By-Side Fund, L.P. ⁽²⁾

1. Name and Address of Reporting Person*
Trinity TVL X, LLC

(Last) (First) (Middle)
325 SHARON PARK DR., #458

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TRINITY VENTURES X LP](#)

(Last) (First) (Middle)

325 SHARON PARK DR., #458

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Trinity X Entrepreneurs' Fund, L.P.](#)

(Last) (First) (Middle)

325 SHARON PARK DR., #458

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Trinity X Side-By-Side Fund, L.P.](#)

(Last) (First) (Middle)

325 SHARON PARK DR., #458

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[CHOPRA AJAY](#)

(Last) (First) (Middle)

C/O TRINITY VENTURES

325 SHARON PARK DR., #458

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Fenton Noel J](#)

(Last) (First) (Middle)

C/O TRINITY VENTURES

325 SHARON PARK DR., #458

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[ORR LAWRENCE K](#)

(Last) (First) (Middle)

C/O TRINITY VENTURES

325 SHARON PARK DR., #458

(Street)
MENLO PARK CA 94025

(City) (State) (Zip)

Explanation of Responses:

1. Each share of Class B Common Stock was converted into one share of Class A Common Stock for no additional consideration.
2. Trinity TVL X, LLC is the General Partner of Trinity Ventures X, L.P., Trinity X Entrepreneurs Fund, L.P. and Trinity X Side-By-Side Fund, L.P. (collectively, the Trinity Entities), and the Management Members of Trinity TVL X, LLC share voting and dispositive power over the shares held by each of the Trinity Entities. The Management Members of Trinity TVL X, LLC are Ajay Chopra, Noel Fenton, Patricia Nakache and Larry Orr. Each of Trinity TVL X, LLC, Mr. Chopra, Mr. Fenton, Ms. Labatt and Mr. Orr disclaims beneficial ownership of the shares reported herein except to the extent of his, her or its respective pecuniary interest therein. Ms. Nakache is a director of the Issuer and files separate Section 16 reports.
3. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Trinity Ventures X, L.P. to its general partner and limited partners without additional consideration.
4. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Trinity X Entrepreneurs' Fund, L.P. to its limited partners without additional consideration.
5. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Trinity X Side-By-Side Fund, L.P. to its limited partners without additional consideration.
6. Represents receipt of shares in the distribution in kind described in footnote (3).
7. Represents a pro rata, in-kind distribution, and not a purchase or sale of securities, by Trinity TVL X, LLC to its members without consideration.
8. 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:

<u>Trinity TVL X, LLC By /s/ Lyle McCulloch, SVP Finance</u>	<u>12/02/2013</u>
<u>Trinity Ventures X, L.P., By: Trinity TVL X, LLC, its General Partner, By /s/ Lyle McCulloch, SVP Finance</u>	<u>12/02/2021</u>
<u>Trinity X Entrepreneurs' Fund, L.P., By: Trinity TVL X, LLC, its General Partner, By /s/ Lyle McCulloch, SVP Finance</u>	<u>12/02/2021</u>
<u>Trinity X Side-By-Side Fund, L.P., By: Trinity TVL X, LLC, its General Partner, By /s/ Lyle McCulloch, SVP Finance</u>	<u>12/02/2021</u>
<u>/s/ Ajay Chopra</u>	<u>12/02/2021</u>
<u>/s/ Noel J. Fenton</u>	<u>12/02/2021</u>
<u>/s/ Lawrence K. Orr</u>	<u>12/02/2021</u>

** 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.