

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Park West Asset Management LLC</u> (Last) (First) (Middle) <u>900 LARKSPUR LANDING CIRCLE, SUITE 165</u> (Street) <u>LARKSPUR CA 94939</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/25/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>ThredUp Inc. [TDUP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	5. 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 <input type="checkbox"/> Form filed by More than 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 (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, par value \$0.0001⁽¹⁾</u>	<u>871,599</u>	<u>I</u>	<u>See Footnote⁽²⁾</u>

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. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series F Preferred Stock</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock, par value \$0.0001 per share</u>	<u>7,844,390</u>	<u>(3)</u>	<u>I</u>	<u>See Footnote⁽²⁾</u>

Explanation of Responses:

- Immediately 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, par value \$0.0001 per share ("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.
- Park West Asset Management LLC (the "Reporting Person") is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company ("PWIMF"), and Park West Partners International, Limited, a Cayman Islands exempted company ("PWPI"). Peter S. Park ("Mr. Park"), through one or more affiliated entities, is the controlling manager of the Reporting Person. On March 25, 2021, PWIMF held 791,725 shares of Common Stock and 7,125,528 shares of Series F Preferred Stock and PWPI held 79,874 shares of Common Stock and 718,862 shares of Series F Preferred Stock. The Reporting Person's and Mr. Park's beneficial ownership is limited to their pecuniary interest, if any, in such securities.
- Each share of Series F 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 and then be reclassified into one share of the Issuer's Common Stock immediately prior to the closing of the Issuer's initial public offering. The shares of Series F Preferred Stock have no expiration date.

/s/ Grace Jimenez, Chief Financial Officer of Park West Asset Management LLC 03/26/2021

** 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 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.