

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 28, 2021**

ThredUp Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40249
(Commission File Number)

26-4009181
(I.R.S. Employer
Identification No.)

969 Broadway, Suite 200
Oakland, California
(Address of principal executive offices)

94607
(Zip Code)

Registrant's telephone number, including area code: **(415) 402-5202**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, par value \$0.0001 per share	TDUP	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On July 28, 2021, ThredUp Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with certain selling stockholders (the “Selling Stockholders”) and Goldman Sachs & Co. LLC, Morgan Stanley & Co. LLC and Barclays Capital Inc., as representatives of the several underwriters named therein (the “Underwriters”), relating to an offering (the “Offering”) of 6,424,369 shares of the Company's Class A common stock, par value \$0.0001 per share (“Class A Common Stock”), consisting of 2,000,000 shares to be issued and sold by the Company and 4,424,369 shares to be sold by existing stockholders of the Company, pursuant to the Company’s Registration Statement on Form S-1 (File No. 333-258168) at a public offering price of \$24.25 per share.

The Selling Stockholders granted the Underwriters a 30-day option from the date of the Underwriting Agreement to purchase from the Selling Stockholders up to 963,655 additional shares of Class A Common Stock. On July 29, 2021, the Underwriters exercised in full their 30-day option to purchase 963,655 additional shares of Class A Common Stock from the Selling Stockholders.

On July 28, 2021, the Company issued a press release announcing the pricing of the Offering. A copy of this press release is attached hereto as Exhibit 99.1, and the information contained therein is incorporated herein by reference.

On August 2, 2021, the Company, the Selling Stockholders and the Underwriters completed the Offering. The Company received net proceeds from the Offering of approximately \$45.3 million (net of underwriting discounts and commissions). As described in the prospectus, the Company intends to use the proceeds for working capital, other general corporate purposes and to fund its growth strategies. The Company did not receive any proceeds from the sale of Class A Common Stock sold by the Selling Stockholders.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated July 28, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THREDUP INC.

Date: August 2, 2021

By: /s/ Sean Sobers
Sean Sobers
Chief Financial Officer

thredUP Announces Pricing of Public Offering

Oakland, CA, July 28, 2021 – ThredUp Inc. (Nasdaq: TDUP) (“thredUP”), one of the largest online resale platforms for women’s and kids’ apparel, shoes and accessories, announced today the pricing of the public offering of 6,424,369 shares of its Class A common stock, consisting of 2,000,000 shares to be issued and sold by thredUP and 4,424,369 shares to be sold by existing stockholders of thredUP, at a public offering price of \$24.25 per share. In addition, the selling stockholders have granted the underwriters a 30-day option to purchase up to 963,655 additional shares of Class A common stock at the public offering price, less underwriting discounts and commissions. The offering is expected to close on August 2, 2021, subject to customary closing conditions.

thredUP intends to use the net proceeds from the sale of its shares in the offering for working capital, other general corporate purposes and to fund its growth strategies. thredUP will not receive any proceeds from the sale of shares by the selling stockholders.

Goldman Sachs & Co. LLC, Morgan Stanley and Barclays are acting as lead book-running managers for the offering. William Blair and Wells Fargo Securities are acting as book-running managers. KeyBanc Capital Markets, Needham & Company, Piper Sandler and Telsey Advisory Group are acting as co-managers.

This offering is being made only by means of a prospectus. When available, copies of the final prospectus relating to the offering may be obtained from: Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, NY 10282, or by telephone at (866) 471-2526; Morgan Stanley & Co. LLC, Attention: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014; and Barclays Capital Inc., c/o Broadridge Financial Solutions, Attention: Prospectus Department, 1155 Long Island Avenue, Edgewood, NY 11717, or by telephone at (888) 603-5847.

A registration statement relating to these securities has been filed with, and declared effective by, the U.S. Securities and Exchange Commission. This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About ThredUp Inc.

thredUP is transforming resale with the mission to inspire a new generation of consumers to think secondhand first. By making it easy to buy and sell secondhand, thredUP has become one of the world's largest resale platforms for women's and kids' apparel, shoes and accessories. thredUP is extending the life cycle of clothing, changing the way consumers shop and ushering in a more sustainable future for the fashion industry.

Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements include all statements that are not historical facts. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect” and similar expressions are intended to identify forward-looking statements. These forward-looking statements include any statements regarding the closing of the offering. These forward-looking statements are subject to a number of risks,

uncertainties and assumptions, including those described under “Risk Factors” in thredUP’s registration statement relating to the offering. Except as required by law, thredUP has no obligation to update any of these forward-looking statements to conform these statements to actual results or revised expectations.

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Investor Contact:

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