

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See instruction 10.

1. Name and Address of Reporting Person* <u>Sobers Sean</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2024</u>			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		
C/O THREDUP INC. 969 BROADWAY, SUITE 200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) OAKLAND CA 94607								
(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	11/30/2024		A <sup>(1)</sup>	V	1,741	A	\$1.4705	405,828	D	
Class A Common Stock	12/01/2024		M		27,754	A	\$0	433,582	D	
Class A Common Stock	12/01/2024		F <sup>(2)</sup>		14,066	D	\$1.73	419,516	D	
Class A Common Stock	12/01/2024		M		36,958	A	\$0	456,474	D	
Class A Common Stock	12/01/2024		F <sup>(2)</sup>		18,731	D	\$1.73	437,743	D	
Class A Common Stock	12/01/2024		M		36,666	A	\$0	474,409	D	
Class A Common Stock	12/01/2024		F <sup>(2)</sup>		18,583	D	\$1.73	455,826	D	

**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
Restricted Stock Units	(3)	12/01/2024		M			27,754	(4)	(4)	Class A Common Stock	27,754	\$0	542,544	D	
Restricted Stock Units	(3)	12/01/2024		M			36,958	(5)	(5)	Class A Common Stock	36,958	\$0	505,586	D	
Restricted Stock Units	(3)	12/01/2024		M			36,666	(6)	(6)	Class A Common Stock	36,666	\$0	468,920	D	

**Explanation of Responses:**

- Shares purchased pursuant to the ThredUp Inc. 2021 Employee Stock Purchase Plan.
- Represents shares of Class A Common Stock that were withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of RSUs.
- Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock.
- On April 11, 2022, the Reporting Person was granted 307,427 RSUs, which vested 6.25% in quarterly installments on each of June 1, 2022, September 1, 2022 and December 1, 2022, and beginning on March 1, 2023, vest 9.03% in quarterly installments on March 1, June 1, September 1 and December 1 until fully vested, subject to the Reporting Person's continued service to the Issuer on each such date.
- On February 15, 2023, the Reporting Person was granted 443,495 RSUs, vesting in twelve equal quarterly installments on June 1, September 1, December 1 and March 1 until fully vested, subject to the Reporting Person's continued service to the Issuer on each such date.
- On February 26, 2024, the Reporting Person was granted 440,000 RSUs, vesting in twelve equal quarterly installments on June 1, September 1, December 1 and March 1 until fully vested, subject to the Reporting Person's continued service to the Issuer on each such date.

**Remarks:**

/s/ Alon Rotem, Attorney-in-Fact

12/03/2024

\*\* 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.**