

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>Reinhart James G.</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Chief Executive Officer Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2023</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)			Rule 10b5-1(c) Transaction Indication <input checked="" type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street)	(City)	(State)	(Zip)					
OAKLAND	CA		94607					

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	09/01/2023		M		76,766	A	\$0	231,375	D	
Class A Common Stock	09/01/2023		F ⁽¹⁾		26,546	D	\$4.14	204,829	D	
Class A Common Stock	09/01/2023		M		107,514	A	\$0	312,343	D	
Class A Common Stock	09/01/2023		F ⁽¹⁾		43,278	D	\$4.14	269,065	D	
Class A Common Stock	09/05/2023		S ⁽²⁾⁽³⁾		52,751	D	\$4.0149 ⁽⁴⁾	216,314	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					
Restricted Stock Units	(5)	09/01/2023		M		76,766		(6)	(6)	Class A Common Stock	\$0	1,535,751	D	
Restricted Stock Units	(5)	09/01/2023		M		107,514		(7)	(7)	Class A Common Stock	\$0	1,428,237	D	

Explanation of Responses:

- 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.
- Proceeds to be used by the Reporting Person to repay a personal loan obligation with a third party financial institution in connection with an earlier exercise of ThredUp Inc. stock options.
- This transaction was effected pursuant to a Rule 10b5-1 trading plan previously adopted by the Reporting Person.
- The reported price in Column 4 is a weighted average sale price. These shares were sold in multiple transactions at prices ranging from \$3.90 to \$4.10 per share. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- 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 850,329 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 1,290,168 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 09/06/2023

** 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.