

**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>Trinity TVL X, LLC</u>	2. Date of Event Requiring Statement (Month/Day/Year) 03/25/2021	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)
(Last) (First) (Middle) 2480 SAND HILL ROAD SUITE 200			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Street) MENLO CA 94025 PARK			
(City) (State) (Zip)			

**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)
Common Stock <sup>(1)</sup>	92,670	I	By Trinity Ventures X, L.P. <sup>(2)</sup>
Common Stock <sup>(1)</sup>	1,167	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(2)</sup>
Common Stock <sup>(1)</sup>	576	I	By Trinity X Side-By-Side Fund, L.P. <sup>(2)</sup>

**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			
Series A Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	68,108	(3)	I	By Trinity Ventures X, L.P. <sup>(2)</sup>
Series A Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	635	(3)	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(2)</sup>
Series A Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	343	(3)	I	By Trinity X Side-By-Side Fund, L.P. <sup>(2)</sup>
Series A-1 Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	4,435,521	(3)	I	By Trinity Ventures X, L.P. <sup>(2)</sup>
Series A-1 Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	44,136	(3)	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(2)</sup>
Series A-1 Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	26,545	(3)	I	By Trinity X Side-By-Side Fund, L.P. <sup>(2)</sup>

**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			
Series B Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	1,863,299	(3)	I	By Trinity Ventures X, L.P. <sup>(2)</sup>
Series B Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	18,158	(3)	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(2)</sup>
Series B Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	10,025	(3)	I	By Trinity X Side-By-Side Fund, L.P. <sup>(2)</sup>
Series C Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	1,807,227	(3)	I	By Trinity Ventures X, L.P. <sup>(2)</sup>
Series C Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	16,847	(3)	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(2)</sup>
Series C Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	9,092	(3)	I	By Trinity X Side-By-Side Fund, L.P. <sup>(2)</sup>
Series D Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	1,662,394	(3)	I	By Trinity Ventures X, L.P. <sup>(2)</sup>
Series D Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	20,950	(3)	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(2)</sup>
Series D Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	10,348	(3)	I	By Trinity X Side-By-Side Fund, L.P. <sup>(2)</sup>
Series E Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	315,434	(3)	I	By Trinity Ventures X, L.P. <sup>(2)</sup>
Series E Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	2,697	(3)	I	By Trinity X Entrepreneurs' Fund, L.P. <sup>(2)</sup>
Series E Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	1,454	(3)	I	By Trinity X Side-By-Side Fund, L.P. <sup>(2)</sup>
Series E-1 Preferred Stock	(3)	(3)	Common Stock <sup>(1)</sup>	319,585	(3)	I	By Trinity Ventures X, L.P. <sup>(2)</sup>

1. Name and Address of Reporting Person\*

Trinity TVL X, LLC

(Last) (First) (Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

TRINITY VENTURES X LP

(Last) (First) (Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Trinity X Entrepreneurs' Fund, L.P.

(Last) (First) (Middle)

2480 SAND HILL ROAD  
SUITE 200

(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)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

CHOPRA AJAY

(Last) (First) (Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Fenton Noel J

(Last) (First) (Middle)

2480 SAND HILL ROAD  
SUITE 200

(Street)

MENLO PARK CA 94025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Labatt Nina C.

(Last)	(First)	(Middle)
2480 SAND HILL ROAD		
SUITE 200		
<hr/>		
(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[ORR LAWRENCE K](#)

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(Last)	(First)	(Middle)
2480 SAND HILL ROAD		
SUITE 200		
<hr/>		
(Street)		
MENLO PARK	CA	94025
<hr/>		
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

[Nakache Patricia](#)

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(Last)	(First)	(Middle)
C/O THREDUP INC.		
969 BROADWAY, SUITE 200		
<hr/>		
(Street)		
OAKLAND	CA	94607
<hr/>		
(City)	(State)	(Zip)

**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, 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.
- 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. (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, Nina Labatt, Patricia Nakache and Larry Orr. Each of Trinity TVL X, LLC, Mr. Chopra, Mr. Fenton, Ms. Labatt and Mr. Orr disclaim 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.
- Each share of Series A Preferred Stock, Series A-1 Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, D Preferred Stock, Series E Preferred Stock and Series E-1 Preferred Stock (collectively, the "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, immediately prior to the closing of the Issuer's initial public offering. The shares of Preferred Stock have no expiration date.

**Remarks:**

[TRINITY TVL X, LLC, a Delaware limited liability company By: Nina C. Labatt, Management Member](#) [03/25/2021](#)

[TRINITY VENTURES X, L.P., a Delaware limited partnership By: Trinity TVL X, LLC, a Delaware limited liability company its General Partner By: Nina C. Labatt, Management Member](#) [03/25/2021](#)

[TRINITY X ENTREPRENEURS FUND, L.P., a Delaware limited partnership By: Trinity TVL X, LLC, a Delaware limited liability company its General Partner By: Nina C.](#) [03/25/2021](#)

Labatt, Management  
Member

TRINITY X SIDE-BY-  
SIDE FUND, L.P., a  
Delaware limited

partnership By: Trinity

TVL X, LLC, a Delaware 03/25/2021

limited liability company.

its General Partner By:

Nina C. Labatt,

Management Member

/s/ Ajay Chopra 03/25/2021

/s/ Noel J. Fenton 03/25/2021

/s/ Nina C. Labatt 03/25/2021

/s/ Patricia E. Nakache 03/25/2021

/s/ Lawrence K. Orr 03/25/2021

\*\* 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.**