Instruction 1(b).

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	$D \subset$	20549	
vasilligion,	D.C.	20349	

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMEN
obligations may continue. See	

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Name and Address of Reporting Person*     Ginsberg Amanda					2. Issuer Name and Ticker or Trading Symbol ThredUp Inc. [ TDUP ]								(Che	eck all app	tor	ng Per	10% O	wner	
(Last)	(Fii REDUP INC	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 08/03/2021									Office below	cer (give title w)		Other ( below)	specify
969 BRC	DADWAY, S	SUITE 200			4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) OAKLA	ND CA	Λ 9	4607											1	₹ Form	filed by On filed by Mo on		•	
(City)	(St	ate) (Z	Zip)																
		Table	I - Nor	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	oosed of	, or E	3ene	ficial	ly Own	ed			
Date				2. Transa Date (Month/Da	Exec Day/Year) if an		A. Deemed execution Date, any month/Day/Year)				4. Securiti Disposed 5)			, 4 and Securit Benefic		ties cially I Following	Form (D) o	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	Transa	ction(s) 3 and 4)			(msur 4)
Class A C	Common St	ock		08/03/	2021	2021			A <sup>(1)</sup>		475	1	A	\$0	33,307			D	
		Tal									sed of, onvertib				Owne	d			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed on Date, Day/Year)		saction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration			7. Title and Amount of Securities Underlying Derivative Security (Ins 3 and 4)		str.	. Price of Perivative Security Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title							

## **Explanation of Responses:**

1. Grant of fully vested restricted stock units ("RSUs") under the Issuer's 2021 Stock Option and Incentive Plan in a transaction exempt under Rule 16b-3. Each unit represents a right to receive one share of the Issuer's Class A Common Stock. The Reporting Person elected to receive RSUs in lieu of her annual cash retainer, which retainer is paid in quarterly installments.

## Remarks:

/s/ Alon Rotem, Attorney-in-

\*\* Signature of Reporting Person

**Fact** 

08/05/2021

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.