

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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>Rotem Alon</u>  (Last) (First) (Middle) C/O THREDUP INC. 969 BROADWAY, SUITE 200  (Street) OAKLAND CA 94607  (City) (State) (Zip)	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) Chief Legal Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/01/2024		M		15,944	A	\$0	267,119	D	
Class A Common Stock	12/01/2024		F <sup>(1)</sup>		8,081	D	\$1.73	259,038	D	
Class A Common Stock	12/01/2024		M		25,479	A	\$0	284,517	D	
Class A Common Stock	12/01/2024		F <sup>(1)</sup>		12,913	D	\$1.73	271,604	D	
Class A Common Stock	12/01/2024		M		25,750	A	\$0	297,354	D	
Class A Common Stock	12/01/2024		F <sup>(1)</sup>		13,051	D	\$1.73	284,303	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	(2)	12/01/2024		M			15,944	(3)	(3)	Class A Common Stock	15,944	\$0	375,088	D	
Restricted Stock Units	(2)	12/01/2024		M			25,479	(4)	(4)	Class A Common Stock	25,479	\$0	349,609	D	
Restricted Stock Units	(2)	12/01/2024		M			25,750	(5)	(5)	Class A Common Stock	25,750	\$0	323,859	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.
- 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 176,607 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 305,744 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 309,000 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

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.

