SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Girouard Dave	Upstart Holdings, Inc. [UPST]	X Director X 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title below) Other (specify below)
C/O UPSTART HOLDINGS, INC.	10/01/2021	Chief Executive Officer
2950 S. DELAWARE STREET, SUITE 300	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
SAN MATEO CA 94403		Form filed by More than One Reporting Person
(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			
Common Stock	10/01/2021		S[1]		728	D	$305.5352[2]	993,023	I	See Footnote[3]
Common Stock	10/01/2021		S[1]		701	D	$306.5224[4]	992,322	I	See Footnote[3]
Common Stock	10/01/2021		S[1]		1,310	D	$307.5742[5]	991,012	I	See Footnote[3]
Common Stock	10/01/2021		S[1]		700	D	$308.5629[6]	990,312	I	See Footnote[3]
Common Stock	10/01/2021		S[1]		900	D	$309.6213[7]	989,412	I	See Footnote[3]
Common Stock	10/01/2021		S[1]		200	D	$310.585[8]	989,212	I	See Footnote[3]
Common Stock	10/01/2021		S[1]		1,010	D	$312.1355[9]	988,202	I	See Footnote[3]
Common Stock	10/01/2021		S[1]		700	D	$313.3743[10]	987,502	I	See Footnote[3]
Common Stock	10/01/2021		S[11]		727	D	$305.5262[12]	993,024	I	See Footnote[13]
Common Stock	10/01/2021		S[11]		800	D	$306.4816[14]	992,224	I	See Footnote[13]
Common Stock	10/01/2021		S[11]		1,212	D	$307.5893[15]	991,012	I	See Footnote[13]
Common Stock	10/01/2021		S[11]		700	D	$308.5571[16]	990,312	I	See Footnote[13]
Common Stock	10/01/2021		S[11]		900	D	$309.615[17]	989,412	I	See Footnote[13]
Common Stock	10/01/2021		S[11]		200	D	$310.585[18]	989,212	I	See Footnote[13]
Common Stock	10/01/2021		S[11]		1,010	D	$312.1306[19]	988,202	I	See Footnote[13]
Common Stock	10/01/2021		S[11]		700	D	$313.3537[20]	987,502	I	See Footnote[13]

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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	Amount or Number of Shares				

Explanation of Responses:

1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on May 28, 2021 by the JRG 2020 EXEMPT GIFT TRUST, dated October 19, 2020.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $305.03 to $306.00. 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 ranges set forth in footnote (2), footnotes (4) through (10), footnote (12), and footnotes (14) through (20) to this Form 4.

3. These shares are held by Tristen Baird Willard, as trustee of the JRG 2020 EXEMPT GIFT TRUST, dated October 19, 2020.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $306.07 to $307.02.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $307.11 to $308.07.

6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $308.11 to $308.99.

7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $309.26 to $310.00.

8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $310.38 to $310.79.

9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $311.79 to $312.75.

10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $313.00 to $313.99.

11. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on May 28, 2021 by the TMG 2020 EXEMPT GIFT TRUST, dated October 19, 2020.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $305.03 to $306.00.

13. These shares are held by Tristen Baird Willard, as trustee of the TMG 2020 EXEMPT GIFT TRUST, dated October 19, 2020.

14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $306.07 to $307.02.

15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $307.11 to $308.07.

16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $308.11 to $308.99.

17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $309.26 to $310.00.

18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $310.38 to $310.79.

19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $311.79 to $312.75.

20. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $313.00 to $313.99.

Remarks:

Due to a 30 line item limitation in Table I, this is the second of two Forms 4 filed by Dave Girouard.

/s/ Christopher Ing, by power of attorney	10/05/2021
** 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 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.

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