

**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>Schwartz Robert S</u> <hr/> (Last) (First) (Middle) <u>C/O UPSTART HOLDINGS, INC.</u> <u>2950 S. DELAWARE STREET,</u> <u>SUITE 300</u> <hr/> (Street) <u>SAN MATEO CA 94403</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/15/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Upstart Holdings, Inc. [UPST]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

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)

**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				

Explanation of Responses:

Remarks:

The Power of Attorney granted by Robert S. Schwartz in favor of William Song and Joshua L. Targoff, dated April 23, 2015, was previously filed with the SEC on April 23, 2015 as Exhibit 99.1 to the Form 3 filed by Robert S. Schwartz with respect to Apigee Corporation and is incorporated herein by reference. Explanation of Responses: Mr. Schwartz serves as a member of the board of the directors of the Issuer and is a managing partner of Third Point Ventures LLC ("Third Point Ventures"), an affiliate of Third Point LLC ("Third Point"). Daniel S. Loeb is the Chief Executive Officer of Third Point (together with Third Point, the "Third Point Parties"). Third Point acts as the investment manager to Third Point Ventures, a direct beneficial owner of securities of the Issuer. Mr. Schwartz may be deemed to be a member of a "group" with the Third Point Parties within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Mr. Schwartz hereby disclaims beneficial ownership of any securities beneficially owned by Third Point Ventures or any of the Third Point Parties, except to the extent of any indirect pecuniary interest therein. The Third Point Parties have filed a separate Form 3 disclosing their holdings of securities of the Issuer.

No securities are beneficially owned.

/s/ William Song, as
Attorney-in-Fact for 12/15/2020
ROBERT S. SCHWARTZ

** 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.