1. Name and Address of Reporting Person

Datta Sanjay

C/O UPSTART HOLDINGS, INC.
2950 S. DELAWARE STREET, SUITE 410
SAN MATEO CA 94403

2. Issuer Name and Ticker or Trading Symbol

Upstart Holdings, Inc. [ UPST ]

3. Date of Earliest Transaction (Month/Day/Year)

11/27/2023

5. Relationship of Reporting Person(s) to Issuer

X 10% Owner

Chief Financial Officer

4. If Amendment, Date of Original Filed (Month/Day/Year)

3A. Deemed Exercisable and Expiration Date (Month/Day/Year)

23.8 $365,090

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/27/2023</td>
<td></td>
<td></td>
<td>$1,000</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 31, 2023.

2. Certain of these securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of Common Stock, subject to the applicable vesting schedule and conditions of each RSU.

**Remarks:**

/s/ Christopher Ing, by power of attorney

**Signature of Reporting Person 11/27/2023**

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).


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.