

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Gu Paul</u> (Last) (First) (Middle) C/O UPSTART HOLDINGS, INC. 2950 S. DELAWARE STREET, SUITE 300 (Street) SAN MATEO CA 94403 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Upstart Holdings, Inc. [UPST]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, Product and Data Science
	3. Date of Earliest Transaction (Month/Day/Year) 09/15/2021	
	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			
Common Stock	09/15/2021		M ⁽¹⁾		155,000	A	\$0.23	432,412 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		4,306	D	\$262.2716 ⁽³⁾	428,106 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		1,817	D	\$263.1472 ⁽⁴⁾	426,289 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		4,373	D	\$264.1159 ⁽⁵⁾	421,916 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		6,446	D	\$265.3052 ⁽⁶⁾	415,470 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		9,933	D	\$266.2068 ⁽⁷⁾	405,537 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		11,437	D	\$267.2347 ⁽⁸⁾	394,100 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		12,171	D	\$268.2402 ⁽⁹⁾	381,929 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		9,206	D	\$269.2625 ⁽¹⁰⁾	372,723 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		20,075	D	\$270.2263 ⁽¹¹⁾	352,648 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		13,667	D	\$271.2625 ⁽¹²⁾	338,981 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		12,079	D	\$272.3166 ⁽¹³⁾	326,902 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		24,950	D	\$273.2953 ⁽¹⁴⁾	301,952 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		8,200	D	\$274.1731 ⁽¹⁵⁾	293,752 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		12,600	D	\$275.5246 ⁽¹⁶⁾	281,152 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		1,600	D	\$276.1936 ⁽¹⁷⁾	279,552 ⁽²⁾	D	
Common Stock	09/15/2021		S ⁽¹⁾		2,140	D	\$277.1952 ⁽¹⁸⁾	277,412 ⁽²⁾	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
Employee Stock Option (Right to buy)	\$0.23	09/15/2021		M ⁽¹⁾		155,000	(19)	05/23/2023	Common Stock	155,000	\$0.00	106,876	D	

