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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

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**Upstart Holdings, Inc.**  
(Name of Issuer)

**Common Stock, \$0.0001 par value per share**  
(Title of Class of Securities)

**91680M 107**  
(CUSIP Number)

**December 31, 2021**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS  Khosla Ventures Seed B, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  0 (2)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  0 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (2)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0%(3)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN	

- (1) This statement on Schedule 13G is filed by Khosla Ventures Seed B, LP (“Seed B”), Khosla Ventures Seed B (CF), LP (“Seed B (CF)”), Khosla Ventures Seed Associates B, LLC (“Seed B Associates”), Khosla Ventures V, LP (“KV V”), Khosla Ventures Associates V, LLC (“KVA V”), VK Services, LLC (“VK Services”) and Vinod Khosla (“Khosla,” together with Seed B, Seed B (CF), Seed B Associates, KV V, KVA V and VK Services collectively, the “Reporting Persons”). The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) Represents shares owned by Seed B. The general partner of Seed B is Seed B Associates. VK Services is the sole manager of Seed B Associates. Khosla is the managing member of VK Services. Each of Khosla, VK Services and Seed B Associates possesses power to direct the voting and disposition of the shares owned by Seed B, and each of Seed B Associates, VK Services and Khosla may be deemed to have indirect beneficial ownership of such shares.
- (3) The percentages set forth on the cover sheets are calculated based on 81,957,413 shares of Common Stock outstanding as of November 4, 2021 as set forth in the Issuer’s Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on November 12, 2021 (the “Form 10-Q”).

1	NAMES OF REPORTING PERSONS	
	Khosla Ventures Seed B (CF), LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		0 (2)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		0 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0 (2)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0%(3)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	PN	

- (1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) Represents shares owned by Seed B (CF). The general partner of Seed B (CF) is Seed B Associates. VK Services is the sole manager of Seed B Associates. Khosla is the managing member of VK Services. Each of Khosla, VK Services and Seed B Associates possesses power to direct the voting and disposition of the shares owned by Seed B (CF), and each of Seed B Associates, VK Services and Khosla may be deemed to have indirect beneficial ownership of such shares.
- (3) The percentages set forth on the cover sheets are calculated based on 81,957,413 shares of Common Stock outstanding as of November 4, 2021 as set forth in the Form 10-Q.

1	NAMES OF REPORTING PERSONS	
	Khosla Ventures Seed Associates B, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  0 (2)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  0 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (2)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0%(3)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO	

- (1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) Shares beneficially owned by Seed B Associates represent Common Stock held by Seed B and Seed B (CF). The general partner of Seed B and Seed B (CF) is Seed B Associates. VK Services is the sole manager of Seed B Associates. Khosla is the managing member of VK Services. Each of Khosla, VK Services and Seed B Associates possesses power to direct the voting and disposition of the shares owned by Seed B and Seed B (CF), and each of Seed B Associates, VK Services and Khosla may be deemed to have indirect beneficial ownership of such shares.
- (3) The percentages set forth on the cover sheets are calculated based on 81,957,413 shares of Common Stock outstanding as of November 4, 2021 as set forth in the Form 10-Q.

1	NAMES OF REPORTING PERSONS  Khosla Ventures V, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  0 (2)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  0 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (2)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0%(3)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN	

- (1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) Represents ownership by KV V. The general partner of KV V is KVA V. VK Services is the sole manager of KVA V. Khosla is the managing member of VK Services. Each of Khosla, VK Services and KVA V possesses power to direct the voting and disposition of the shares owned by KV V, and each of Khosla, VK Services and KVA V may be deemed to have indirect beneficial ownership of such shares.
- (3) The percentages set forth on the cover sheets are calculated based on 81,957,413 shares of Common Stock outstanding as of November 4, 2021 as set forth in the Form 10-Q.

1	NAMES OF REPORTING PERSONS  Khosla Ventures Associates V, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  0 (2)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  0 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  0 (2)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  0%(3)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  OO	

- (1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) Shares beneficially owned by KVA V represent Common Stock held by KV V. The general partner of KV V is KVA V. VK Services is the sole manager of KVA V. Khosla is the managing member of VK Services. Each of Khosla, VK Services and KVA V possesses power to direct the voting and disposition of the shares owned by KV V, and each of Khosla, VK Services and KVA V may be deemed to have indirect beneficial ownership of such shares.
- (3) The percentages set forth on the cover sheets are calculated based on 81,957,413 shares of Common Stock outstanding as of November 4, 2021 as set forth in the Form 10-Q.

1	NAMES OF REPORTING PERSONS	
	VK Services, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware, United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER
		0
	6	SHARED VOTING POWER
		784,931 (2)
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		784,931 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	784,931 (2)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	<input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.0%(3)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	OO	

- (1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) All of the shares beneficially owned by VK Services are comprised of Common Stock held by VK Services. Khosla possesses power to direct the voting and disposition of the shares owned by VK Services, and Khosla may be deemed to have indirect beneficial ownership over such shares.
- (3) The percentages set forth on the cover sheets are calculated based on 81,957,413 shares of Common Stock outstanding as of November 4, 2021 as set forth in the Form 10-Q.

1	NAMES OF REPORTING PERSONS  Vinod Khosla	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  784,931 (2)
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  784,931 (2)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  784,931 (2)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.0%(3)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  IN	

- (1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) All of the shares beneficially owned by Khosla are comprised of Common Stock held by VK Services. Khosla possesses power to direct the voting and disposition of the shares owned by VK Services, and Khosla may be deemed to have indirect beneficial ownership of such shares.
- (3) The percentages set forth on the cover sheets are calculated based on 81,957,413 shares of Common Stock outstanding as of November 4, 2021 as set forth in the Form 10-Q.



**Explanatory Note**

This Amendment No. 1 to the statement on Schedule 13G (this “Amendment No. 1”) amends and restates the statement on Schedule 13G filed on February 12, 2021 (the “Schedule 13G”).

**Item 1(a). Name of Issuer:**

Upstart Holdings, Inc.

**Item 1(b). Address of Issuer’s Principal Executive Officers:**

2950 S. Delaware Street, Suite 300  
San Mateo, California 94403

**Item 2(a). Name of Person(s) Filing:**

Khosla Ventures Seed B, LP (“Seed B”)  
Khosla Ventures Seed B (CF), LP (“Seed B (CF)”)  
Khosla Ventures Seed Associates B, LLC (“Seed B Associates”)  
Khosla Ventures V, LP (“KV V”)  
Khosla Ventures Associates V, LLC (“KVA V”)  
VK Services, LLC (“VK Services”)  
Vinod Khosla (“Khosla”)

**Item 2(b). Address of Principal Business Office:**

Khosla Ventures  
2128 Sand Hill Road  
Menlo Park, California 94025

**Item 2(c). Citizenship:**

Seed B	Delaware, United States of America
Seed B (CF)	Delaware, United States of America
Seed B Associates	Delaware, United States of America
KV V	Delaware, United States of America
KVA V	Delaware, United States of America
VK Services	Delaware, United States of America
Khosla	United States of America

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.0001 per share.

**Item 2(e). CUSIP Number:**

91680M 107

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable.

**Item 4(a). Amount Beneficially Owned: 0****Item 4(b). Percent of Class: 0%****Item 4(c). Number of shares as to which such persons have:**

The following information with respect to the beneficial ownership of Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2020:

Reporting Persons	Shares Held Directly	Sole Voting Power	Shared Voting Power (1)	Sole Dispositive Power	Shared Dispositive Power (1)	Beneficial Ownership(1)	Percentage of Class (1, 3)
Seed B (2)	0	0	0	0	0	0	0%
Seed B (CF) (2)	0	0	0	0	0	0	0%
Seed B Associates (2)	0	0	0	0	0	0	0%
KV V (2)	0	0	0	0	0	0	0%
KVA V (2)	0	0	0	0	0	0	0%
VK Services (2)	784,931	0	784,931	0	784,931	784,931	1.0%
Khosla (2)	0	0	784,931	0	784,931	784,931	1.0%

- (1) Represents the number of shares of Common Stock and the number of shares of Common Stock issuable upon exercise of options, warrants and other convertible securities that are exercisable within 60 days of the date of this statement on Schedule 13G currently beneficially owned by the Reporting Persons.
- (2) The general partner of Seed B and Seed B (CF) is Seed B Associates. The general partner of KV V is KVA V. VK Services is the sole manager of Seed B Associates and KVA V. Khosla is the managing member of VK Services. Each of Khosla, VK Services and Seed B Associates possesses power to direct the voting and disposition of the shares owned by Seed B and Seed B (CF), and each of Seed B Associates, VK Services and Khosla may be deemed to have indirect beneficial ownership of such shares. Each of Khosla, VK Services and KVA V possesses power to direct the voting and disposition of the shares owned by KV V, and each of Khosla, VK Services and KVA V may be deemed to have indirect beneficial ownership of such shares. Further, Khosla possesses power to direct the voting and disposition of the shares owned by VK Services, and Khosla may be deemed to have indirect beneficial ownership of such shares.
- (3) The percentages set forth on the cover sheets are calculated based on 81,957,413 shares of Common Stock outstanding as of November 4, 2021 as set forth in the 10-Q.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof, the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person:**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certification:**

Not applicable.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2022

**KHOSLA VENTURES SEED B, L.P.**

By: Khosla Ventures Seed Associates B, LLC, a  
Delaware limited liability company and general  
partner of Khosla Ventures Seed B, LP

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

**KHOSLA VENTURES SEED B (CF), L.P.**

By: Khosla Ventures Seed Associates B, LLC, a  
Delaware limited liability company and general  
partner of Khosla Ventures Seed B (CF), LP

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

**KHOSLA VENTURES SEED ASSOCIATES B, LLC**

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

**KHOSLA VENTURES V, L.P.**

By: Khosla Ventures Associates V, LLC, a  
Delaware limited liability company and  
general partner of Khosla Ventures V, LP

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

**KHOSLA VENTURES ASSOCIATES V, LLC**

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

**VK SERVICES, LLC**

By: /s/ Vinod Khosla  
Vinod Khosla, Manager

/s/ Vinod Khosla

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Vinod Khosla

**Exhibit(s):**

99.1: Joint Filing Statement

## JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Upstart Holdings, Inc.

Dated: February 14, 2022

**KHOSLA VENTURES SEED B, L.P.**

By: Khosla Ventures Seed Associates B, LLC, a  
Delaware limited liability company and general  
partner of Khosla Ventures Seed B, LP

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

**KHOSLA VENTURES SEED B (CF), L.P.**

By: Khosla Ventures Seed Associates B, LLC, a  
Delaware limited liability company and general  
partner of Khosla Ventures Seed B (CF), LP

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

**KHOSLA VENTURES SEED ASSOCIATES B, LLC**

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

**KHOSLA VENTURES V, L.P.**

By: Khosla Ventures Associates V, LLC, a  
Delaware limited liability company and  
general partner of Khosla Ventures V, LP

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

**KHOSLA VENTURES ASSOCIATES V, LLC**

By: /s/ Vinod Khosla  
Vinod Khosla, Managing Member

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**VK SERVICES, LLC**

By: /s/ Vinod Khosla  
Vinod Khosla, Manager

/s/ Vinod Khosla  
Vinod Khosla