

| OMB APPROVAL | |
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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

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>Datta Sanjay</u> | | | 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) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/17/2023 | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| C/O UPSTART HOLDINGS, INC. 2950 S. DELAWARE STREET, SUITE 300 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | |
| (Street) | (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 | 03/17/2023 | | A | | 167,598 ⁽¹⁾ | A | \$0 | 448,268 ⁽²⁾ | D | |
| Common Stock | 03/20/2023 | | M ⁽³⁾ | | 3,200 | A | \$1.35 | 451,468 | D | |
| Common Stock | 03/20/2023 | | S ⁽³⁾ | | 3,200 | D | \$15.16 | 448,268 | 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 | Expiration Date | | | | | | Title |
| Employee Stock Option (Right to buy) | \$15.23 | 03/17/2023 | | A | | 318,436 | | (4) | 03/17/2033 | Common Stock | 318,436 | \$0 | 318,436 | D | |
| Employee Stock Option (Right to buy) | \$1.35 | 03/20/2023 | | M ⁽³⁾ | | 3,200 | | (5) | 12/28/2026 | Common Stock | 3,200 | \$15.16 | 41,139 | D | |

Explanation of Responses:

- These securities are restricted stock units (RSUs). Each RSU represents a contingent right to receive one share of Common Stock. 1/16th of the RSUs shall vest on May 20, 2023 and at the end of each successive three-month period thereafter, subject to the Reporting Person continuing as a service provider through each such date.
- Certain of these securities are 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.
- The option exercise and sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 30, 2022.
- 1/48th of the shares subject to the option shall vest on March 20, 2023 and each successive one-month period thereafter, subject to the Reporting Person continuing as a service provider through each such date.
- All of the shares subject to this option are fully vested and exercisable as of the date hereof.

Remarks:

/s/ Christopher Ing, by power of attorney 03/21/2023

** 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.

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.