

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>Loeb Daniel S</u> _____ (Last) (First) (Middle) <u>55 HUDSON YARDS</u> _____ (Street) <u>NEW YORK NY 10001</u> _____ (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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Footnote 1
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/18/2020</u>	

**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	12/18/2020		C		6,945,796	A	(2)	6,945,796	I	By Third Point Ventures, LLC.(1)(2)
Common Stock	12/18/2020		C		5,235,426	A	(2)	12,181,222	I	By Third Point Ventures, LLC.(1)(2)
Common Stock	12/18/2020		P		1,200,000	A	\$20	13,381,222	I	By Third Point Ventures, LLC.(1)(3)

**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	Amount or Number of Shares				
Series C Convertible Preferred Stock	(2)	12/18/2020		C		6,945,796		(2)	(2)	Common Stock	6,945,796	\$0	0	I	By Third Point Ventures, LLC.(1)(2)
Series C-1 Convertible Preferred Stock (Common Stock)	(2)	12/18/2020		C		5,235,426		(2)	(2)	Common Stock	5,235,426	\$0	0	I	By Third Point Ventures, LLC.(1)(2)

1. Name and Address of Reporting Person\*  
Loeb Daniel S  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
55 HUDSON YARDS  
 \_\_\_\_\_  
 (Street)  
NEW YORK NY 10001  
 \_\_\_\_\_  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Third Point LLC  
 \_\_\_\_\_  
 (Last) (First) (Middle)  
55 HUDSON YARDS  
 \_\_\_\_\_  
 (Street)  
NEW YORK NY 10001  
 \_\_\_\_\_  
 (City) (State) (Zip)

(City)

(State)

(Zip)

**Explanation of Responses:**

1. The securities of the Issuer set forth herein are directly beneficially owned by Third Point Ventures, LLC ("Third Point Ventures"). Third Point Ventures is an affiliate of Third Point LLC ("Third Point"). Daniel S. Loeb is the Chief Executive Officer of Third Point. By reason of the provisions of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, Third Point and Mr. Loeb may be deemed to be the beneficial owners of the securities beneficially owned by Third Point Ventures. Third Point and Mr. Loeb hereby disclaim beneficial ownership of all such securities, except to the extent of any indirect pecuniary interest therein.
2. In connection with the Issuer's initial public offering of Common Stock, par value \$0.0001 per share (the "Common Stock"), each share of the Issuer's Series C Convertible Preferred Stock and Series C-1 Convertible Preferred Stock held by Third Point Ventures was automatically converted into one share of Common Stock immediately prior to the consummation of the Issuer's initial public offering.
3. In connection with the Issuer's initial public offering of Common Stock, Third Point Ventures purchased additional shares of Common Stock from the underwriters at the initial public offering price as set forth herein.

**Remarks:**

The Power of Attorney granted by Daniel S. Loeb in favor of James P. Gallagher, William Song and Joshua L. Targoff, dated February 9, 2011, was previously filed with the SEC on February 11, 2011 as Exhibit 99.2 to Schedule 13G filed by Third Point LLC and Daniel S. Loeb with respect to Citadel Broadcasting Corporation and is incorporated herein by reference.

DANIEL S. LOEB, /s/ William  
Song, as Attorney-in-Fact for      12/22/2020  
Daniel S. Loeb

THIRD POINT LLC, /s/  
William Song, as Attorney-in-  
Fact for Daniel S. Loeb, Chief      12/22/2020  
Executive Officer of Third Point

\*\* 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.**