

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

December 11, 2020

Dave Girouard Chief Executive Officer Upstart Holdings, Inc. 2950 S. Delaware Street, Suite 300 San Mateo, CA 94403

Re: Upstart Holdings, Inc.

**Registration Statement on Form S-1** 

Exhibit Nos. 10.13, 10.14, 10.15, 10.16 and 10.17

Filed November 5, 2020 File No. 333-249860

Dear Mr. Girouard:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance