

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute a sale or executing a sale directly with a market maker.*

OMB APPROVAL	
OMB Number:	3235-0101
Expires:	July 31, 2023
Estimated average burden hours per response 1.00
SEC USE ONLY	
DOCUMENT SEQUENCE NO.	
CUSIP NUMBER	
WORK LOCATION	

1 (a) NAME OF ISSUER <i>(Please type or print)</i> ThredUp Inc.		(b) IRS IDENT. NO. 26-4009181	(c) S.E.C. FILE NO. 001-40249	(e) TELEPHONE NO. AREA CODE: 415 NUMBER: 402-5202			
1 (d) ADDRESS OF ISSUER 969 Broadway, Suite 200		CITY Oakland	STATE CA			ZIP CODE 94607	
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings LP		(b) RELATIONSHIP TO ISSUER Stockholder	(c) ADDRESS STREET 200 West Street		CITY New York	STATE NY	ZIP CODE 10282

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold <i>(See instr. 3(c))</i>	(d) Aggregate Market Value <i>(See instr. 3(d))</i>	(e) Number of Shares or Other Units Outstanding <i>(See instr. 3(e))</i>	(f) Approximate Date of Sale <i>(See instr. 3(f)) (MO. DAY YR.)</i>	(g) Name of Each Securities Exchange <i>(See instr. 3(g))</i>
		Broker-Dealer File Number					
Class A Common Stock	Goldman Sachs & Co. LLC 200 West Street New York, NY 11215		5,600,000 ⁽¹⁾	\$85,064,000	52,241,001	From 12/10/2021 to 03/10/2022	The Nasdaq Stock Market LLC
				* As of December 9, 2021	* As of November 1, 2021		

INSTRUCTIONS:

1. (a) Name of Issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, of if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Class A Common Stock	08/27/2015 and 12/14/2015	5,412,442 Shares of Series E Convertible Preferred Stock⁽¹⁾ ("Series E Preferred Stock") were acquired from the Issuer in a private placement transaction. The Series E Preferred Stock converted into Common Stock immediately prior to the closing of the Issuer's initial public offering on a one-for-one basis for no additional consideration.	Issuer	5,412,442⁽¹⁾ shares of Common Stock acquired upon conversion of 5,412,442 shares of Series E Preferred Stock	08/27/2015 and 12/14/2015	Cash purchase
Class A Common Stock	01/08/2018	187,558 Shares of Series E-1 Convertible Preferred Stock⁽²⁾ ("Series E-1 Preferred Stock") were acquired from the Issuer in a private placement transaction. The Series E-1 Preferred Stock converted into Common Stock immediately prior to the closing of the Issuer's initial public offering on a one-for-one basis for no additional consideration.	Issuer	187,558⁽²⁾ shares of Common Stock acquired upon conversion of 187,558 shares of Series E-1 Preferred Stock	01/08/2018	Cash purchase

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
See attachment.				

REMARKS:

- (1) Includes (i) 2,588,080 shares to be sold by Global Private Opportunities Partners II LP ("GPO II LP"); and (ii) 2,824,362 shares to be sold by Global Private Opportunities Partners II Offshore Holdings LP ("GPO II Offshore").
- (2) Includes (i) 89,685 shares to be sold by GPO II LP; and (ii) 97,873 shares to be sold by GPO II Offshore.

INSTRUCTIONS:

See the definition of “person” in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (c) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-10 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

GLOBAL PRIVATE OPPORTUNITIES PARTNERS II LP

By: GS Investment Strategies, LLC, its Investment Manager

12/10/2021

DATE OF NOTICE

By: /s/ Niladri Mukhopadhyay

Name: Niladri Mukhopadhyay

Title: Authorized Signatory

GLOBAL PRIVATE OPPORTUNITIES PARTNERS II OFFSHORE HOLDINGS LP

By: GS Investment Strategies, LLC, its Investment Advisor

12/10/2021

DATE OF NOTICE

By: /s/ Niladri Mukhopadhyay

Name: Niladri Mukhopadhyay

Title: Authorized Signatory

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

This notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).

SEC 1147 (04-07)

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	10/21/2021	1,200,000 ⁽³⁾	\$25,668,000.00
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	10/28/2021	2,780 ⁽⁴⁾	\$61,297.61
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	10/29/2021	17,067 ⁽⁵⁾	\$381,503.77
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/01/2021	30,000 ⁽⁶⁾	\$651,897.00
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/02/2021	28,695 ⁽⁷⁾	\$624,882.41
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/03/2021	24,981 ⁽⁸⁾	\$524,381.17

Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/04/2021	7,909⁽⁹⁾	\$159,340.25
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/05/2021	27,000⁽¹⁰⁾	\$544,087.80
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/08/2021	27,082⁽¹¹⁾	\$516,578.32
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/09/2021	50,000⁽¹²⁾	\$993,020.00
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/10/2021	50,000⁽¹³⁾	\$969,575.00
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/11/2021	50,000⁽¹⁴⁾	\$988,625.00

Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/12/2021	45,287⁽¹⁵⁾	\$934,266.28
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/15/2021	30,000⁽¹⁶⁾	\$625,500.00
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/16/2021	50,000⁽¹⁷⁾	\$1,007,460.00
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/17/2021	50,000⁽¹⁸⁾	\$982,915.00
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/18/2021	50,000⁽¹⁹⁾	\$967,165.00
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/19/2021	38,364⁽²⁰⁾	\$754,098.13

Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/22/2021	50,000 ⁽²¹⁾	\$963,935.00
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/23/2021	17,850 ⁽²²⁾	\$331,117.50
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/29/2021	48,806 ⁽²³⁾	\$907,303.54
Global Private Opportunities Partners II LP Global Private Opportunities Partners II Offshore Holdings 200 West Street New York, NY 11215	Class A Common Stock	11/30/2021	33,021 ⁽²⁴⁾	\$616,171.86

- (3) Includes (i) 573,807 shares sold by GPO II LP, and (ii) 626,193 shares sold by GPO II Offshore.
- (4) Includes (i) 1,300 shares sold by GPO II LP, and (ii) 1,480 shares sold by GPO II Offshore.
- (5) Includes (i) 8,167 shares sold by GPO II LP, and (ii) 8,900 shares sold by GPO II Offshore.
- (6) Includes (i) 14,346 shares sold by GPO II LP, and (ii) 15,654 shares sold by GPO II Offshore.
- (7) Includes (i) 13,700 shares sold by GPO II LP, and (ii) 14,995 shares sold by GPO II Offshore.
- (8) Includes (i) 11,981 shares sold by GPO II LP, and (ii) 13,000 shares sold by GPO II Offshore.
- (9) Includes (i) 3,800 shares sold by GPO II LP, and (ii) 4,109 shares sold by GPO II Offshore.
- (10) Includes (i) 12,900 shares sold by GPO II LP, and (ii) 14,100 shares sold by GPO II Offshore.
- (11) Includes (i) 12,982 shares sold by GPO II LP, and (ii) 14,100 shares sold by GPO II Offshore.
- (12) Includes (i) 23,908 shares sold by GPO II LP, and (ii) 26,092 shares sold by GPO II Offshore.
- (13) Includes (i) 23,908 shares sold by GPO II LP, and (ii) 26,092 shares sold by GPO II Offshore.
- (14) Includes (i) 23,908 shares sold by GPO II LP, and (ii) 26,092 shares sold by GPO II Offshore.
- (15) Includes (i) 21,687 shares sold by GPO II LP, and (ii) 23,600 shares sold by GPO II Offshore.
- (16) Includes (i) 14,344 shares sold by GPO II LP, and (ii) 15,656 shares sold by GPO II Offshore.
- (17) Includes (i) 23,906 shares sold by GPO II LP, and (ii) 26,094 shares sold by GPO II Offshore.
- (18) Includes (i) 23,906 shares sold by GPO II LP, and (ii) 26,094 shares sold by GPO II Offshore.
- (19) Includes (i) 23,906 shares sold by GPO II LP, and (ii) 26,094 shares sold by GPO II Offshore.
- (20) Includes (i) 18,364 shares sold by GPO II LP, and (ii) 20,000 shares sold by GPO II Offshore.
- (21) Includes (i) 23,906 shares sold by GPO II LP, and (ii) 26,094 shares sold by GPO II Offshore.

- (22) Includes (i) 8,550 shares sold by GPO II LP, and (ii) 9,300 shares sold by GPO II Offshore.**
- (23) Includes (i) 23,306 shares sold by GPO II LP, and (ii) 25,500 shares sold by GPO II Offshore.**
- (24) Includes (i) 15,800 shares sold by GPO II LP, and (ii) 17,221 shares sold by GPO II Offshore.**