

FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Eschenbach Carl M.		2. Issuer Name and Ticker or Trading Symbol UiPath, Inc. [PATH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 2800 SAND HILL ROAD, SUITE 101		3. Date of Earliest Transaction (Month/Day/Year) 05/27/2021			
(Street) MENLO PARK, CA 94025		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(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			
Class A Common Stock	05/27/2021		J		1,787,331	D	(1)	4,173,458	I	By Sequoia Capital U.S. Growth Fund VII, L.P. (2)
Class A Common Stock	05/27/2021		J		1,618,884	D	(1)	4,400,687	I	By Sequoia Capital U.S. Growth Fund VIII, L.P. (2)
Class A Common Stock	05/27/2021		J		331,764	A	(1)	331,764	I	By estate planning vehicles
Class A Common Stock	05/27/2021		J		3,012,026	A	(1)	3,012,026	I	By Sequoia Grove II, LLC (3)
Class A Common Stock	05/27/2021		J		62,425	A	(1)	62,425	I	By Sequoia Grove UK, L.P. (3)
Class A Common Stock								58,782	I	By Sequoia Capital U.S. Growth VII Principals Fund, L.P. (2)
Class A Common Stock								16,057	D (4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eschenbach Carl M. 2800 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025	X			

Signatures

/s/ Jung Yeon Son, as Attorney-in-Fact	06/01/2021
**Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) Represents a distribution of Class A Common Stock of the Issuer to partners or members in connection with an internal restructuring. The distributed shares remain subject to a lock-up agreement with the underwriters of the issuer's initial public offering.

The Reporting Person is a director and stockholder of SC US (TTGP), Ltd. SC US (TTGP), Ltd. is (i) the general partner of SC U.S. Growth VII Management, L.P., which is the general partner of each of Sequoia Capital U.S. Growth Fund VII, L.P. and Sequoia Capital U.S. Growth VII Principals Fund, L.P.; and (ii) the general partner of SC U.S.

(2) Growth VIII Management, L.P., which is the general partner of Sequoia Capital U.S. Growth Fund VIII, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(3) The Reporting Person is a member of Sequoia Grove II, LLC and a limited partner of Sequoia Grove UK, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

(4) Includes 16,057 Restricted Stock Units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement. 1/16th of the RSUs vest for each quarter of continuous service by the Reporting Person to the Issuer following March 16, 2021 and subject to continuous service through each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.