

INITIAL STATEMENT OF 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. <small>(Last) (First) (Middle)</small> C/O UIPATH, INC., 90 PARK AVE, 20TH FL <small>(Street)</small> NEW YORK, NY 10016 <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (Month/Day/Year) 04/20/2021	3. Issuer Name and Ticker or Trading Symbol UiPath, Inc. [PATH]		
		4. 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)		5. 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		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	16,057 ⁽¹⁾	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C-1 Preferred Stock	⁽²⁾	⁽²⁾	Class A Common Stock	3,235,377	\$ ⁽²⁾	I	By Sequoia Capital U.S. Growth Fund VII, L.P. ⁽³⁾
Series C-1 Preferred Stock	⁽²⁾	⁽²⁾	Class A Common Stock	3,268,056	\$ ⁽²⁾	I	By Sequoia Capital U.S. Growth Fund VIII, L.P. ⁽³⁾
Series C-1 Preferred Stock	⁽²⁾	⁽²⁾	Class A Common Stock	32,679	\$ ⁽²⁾	I	By Sequoia Capital U.S. Growth VII Principals Fund, L.P. ⁽³⁾
Series C-2 Preferred Stock	⁽²⁾	⁽²⁾	Class A Common Stock	2,584,167	\$ ⁽²⁾	I	By Sequoia Capital U.S. Growth Fund VII, L.P. ⁽³⁾
Series C-2 Preferred Stock	⁽²⁾	⁽²⁾	Class A Common Stock	2,610,270	\$ ⁽²⁾	I	By Sequoia Capital U.S. Growth Fund VIII, L.P. ⁽³⁾
Series C-2 Preferred Stock	⁽²⁾	⁽²⁾	Class A Common Stock	26,103	\$ ⁽²⁾	I	By Sequoia Capital U.S. Growth VII Principals Fund, L.P. ⁽³⁾
Series D-1 Preferred Stock	⁽²⁾	⁽²⁾	Class A Common Stock	97,911	\$ ⁽²⁾	I	By Sequoia Capital U.S. Growth Fund VII, L.P. ⁽³⁾
Series D-1 Preferred Stock	⁽²⁾	⁽²⁾	Class A Common Stock	97,914	\$ ⁽²⁾	I	By Sequoia Capital U.S. Growth Fund VIII, L.P. ⁽³⁾
Series D-2 Preferred Stock	⁽²⁾	⁽²⁾	Class A Common Stock	16,443	\$ ⁽²⁾	I	By Sequoia Capital U.S. Growth Fund VII, L.P. ⁽³⁾

Series D-2 Preferred Stock	(2)	(2)	Class A Common Stock	16,440	\$ (2)	I	By Sequoia Capital U.S. Growth Fund VIII, L.P. (3)
Series E Preferred Stock	(2)	(2)	Class A Common Stock	26,891	\$ (2)	I	By Sequoia Capital U.S. Growth Fund VII, L.P. (3)
Series E Preferred Stock	(2)	(2)	Class A Common Stock	26,891	\$ (2)	I	By Sequoia Capital U.S. Growth Fund VIII, L.P. (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eschenbach Carl M. C/O UIPATH, INC., 90 PARK AVE, 20TH FL NEW YORK, NY 10016	X			

Signatures

/s/ Brad Brubaker, Attorney-in-Fact		04/20/2021
**Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Consists of 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. Following the closing of the Issuer's initial public offering (IPO), 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, and in each case subject to a performance based vesting condition satisfied upon the closing of the Issuer's IPO.

(1) Each share of Series C-1 Preferred Stock, Series C-2 Preferred Stock, Series D-1 Preferred Stock, Series D-2 Preferred Stock and Series E Preferred Stock will automatically convert into one share of Class A Common Stock immediately prior to the closing of the Issuer's IPO, and has no expiration date.

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

(2) U.S. 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.

Remarks:

Exhibit 24 - Power of Attorney

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.

AUTHORIZATION LETTER

April 20, 2021

Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549
Attn: Filing Desk

To Whom It May Concern:

By means of this letter I authorize Brad Brubaker, Eileen McCarthy, and Eric Topel, and Nicole Brookshire, Matthew Dubofsky and Owen Williams from Cooley LLP, or any of them individually, to sign on my behalf all forms required under Section 16(a) of the Securities Exchange Act of 1934, as amended, relating to transactions involving the stock or derivative securities of UiPath, Inc. Any of these individuals is accordingly authorized to sign any Form ID, Form 3, Form 4, Form 5 or amendment to those forms that I am required to file with the same effect as if I had signed them myself.

This authorization will remain in effect until revoked in writing by me.

Yours truly,
/s/ Carl Eschenbach

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Brad Brubaker, Eileen McCarthy, and Eric Topel, and Nicole Brookshire, Matthew Dubofsky and Owen Williams, signing individually, the undersigneds true and lawful attorneys-in fact and agents to:

(1) execute for and on behalf of the undersigned, in the undersigneds capacity as an executive officer, member of the Board of Directors and/or greater than 10% stockholder of UiPath, Inc. (the Company), Forms 3, 4 and 5 (including any amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms 3, 4 or 5 (including any amendments thereto) and timely file such forms with the Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigneds responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigneds holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact, or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or employed by or a partner at Cooley LLP, as applicable.

The undersigned has caused this Power of Attorney to be executed as of April 20, 2021.

/s/ Carl Eschenbach