

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 - Accel London V L.P.			2. Issuer Name and Ticker or Trading Symbol UiPath, Inc. [PATH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ X 10% Owner _____ Officer (give title below) _____ Other (specify below) _____		
(Last) 500 UNIVERSITY AVENUE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2021			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person _____ X Form filed by More than One Reporting Person _____		
(Street) PALO ALTO, CA 94301	(City)	(State)	4. If Amendment, Date Original Filed (Month/Day/Year)					
(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	04/23/2021		C		62,132,346	A	(U)	62,132,346		D (2)	
Class A Common Stock	04/23/2021		S		3,106,618	D	\$ 56	59,025,728		D (2)	
Class A Common Stock	04/23/2021		C		946,418	A	(U)	946,418		I	By Accel London V Strategic Partners L.P. (2)
Class A Common Stock	04/23/2021		S		47,321	D	\$ 56	899,097		I	By Accel London V Strategic Partners L.P. (2)
Class A Common Stock	04/23/2021		C		6,003,207	A	(U)	6,003,207		I	By Accel London Investors 2016 L.P. (3)
Class A Common Stock	04/23/2021		S		300,161	D	\$ 56	5,703,046		I	By Accel London Investors 2016 L.P. (3)
Class A Common Stock	04/23/2021		C		28,470,054	A	(U)	28,470,054		I	By Accel Growth Fund IV L.P. (4)
Class A Common Stock	04/23/2021		S		1,765,783	D	\$ 56	26,704,271		I	By Accel Growth Fund IV L.P. (4)

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

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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	Title	Amount or Number of Shares					
Series A-1 Preferred Stock	(U)	04/23/2021		C			58,774,710	(U)	(U)		Class A Common Stock	58,774,710	\$ 0	0	D (2)	
Series B-1 Preferred Stock	(U)	04/23/2021		C			2,570,880	(U)	(U)		Class A Common Stock	2,570,880	\$ 0	0	D (2)	
Series B-2 Preferred Stock	(U)	04/23/2021		C			762,570	(U)	(U)		Class A Common Stock	762,570	\$ 0	0	D (2)	
Series E Preferred Stock	(U)	04/23/2021		C			24,186	(U)	(U)		Class A Common Stock	24,186	\$ 0	0	D (2)	
Series A-1 Preferred Stock	(U)	04/23/2021		C			895,290	(U)	(U)		Class A Common Stock	895,290	\$ 0	0	I	By Accel London V Strategic Partners L.P. (2)

Series B-1 Preferred Stock	(1)	04/23/2021		C			39,150	(1)	(1)	Class A Common Stock	39,150	\$ 0	0	I	By Accel London V Strategic Partners L.P. (2)
Series B-2 Preferred Stock	(1)	04/23/2021		C			11,610	(1)	(1)	Class A Common Stock	11,610	\$ 0	0	I	By Accel London V Strategic Partners L.P. (2)
Series E Preferred Stock	(1)	04/23/2021		C			368	(1)	(1)	Class A Common Stock	368	\$ 0	0	I	By Accel London V Strategic Partners L.P. (2)
Series A-1 Preferred Stock	(1)	04/23/2021		C			5,678,790	(1)	(1)	Class A Common Stock	5,678,790	\$ 0	0	I	By Accel London Investors 2016 L.P. (3)
Series B-1 Preferred Stock	(1)	04/23/2021		C			248,400	(1)	(1)	Class A Common Stock	248,400	\$ 0	0	I	By Accel London Investors 2016 L.P. (3)
Series B-2 Preferred Stock ((1)	04/23/2021		C			73,680	(1)	(1)	Class A Common Stock	73,680	\$ 0	0	I	By Accel London Investors 2016 L.P. (3)
Series E Preferred Stock	(1)	04/23/2021		C			2,337	(1)	(1)	Class A Common Stock	2,337	\$ 0	0	I	By Accel London Investors 2016 L.P. (3)
Series B-1 Preferred Stock	(1)	04/23/2021		C			20,642,310	(1)	(1)	Class A Common Stock	20,642,310	\$ 0	0	I	By Accel Growth Fund IV L.P. (4)
Series B-2 Preferred Stock	(1)	04/23/2021		C			6,122,730	(1)	(1)	Class Class A Common Stock	6,122,730	\$ 0	0	I	By Accel Growth Fund IV L.P. (4)
Series C-1 Preferred Stock	(1)	04/23/2021		C			827,211	(1)	(1)	Class A Common Stock	827,211	\$ 0	0	I	By Accel Growth Fund IV L.P. (4)
Series C-2 Preferred Stock	(1)	04/23/2021		C			660,711	(1)	(1)	Class A Common Stock	660,711	\$ 0	0	I	By Accel Growth Fund IV L.P. (4)
Series D-1 Preferred Stock	(1)	04/23/2021		C			185,880	(1)	(1)	Class A Common Stock	185,880	\$ 0	0	I	By Accel Growth Fund IV L.P. (4)
Series D-2 Preferred Stock	(1)	04/23/2021		C			31,212	(1)	(1)	Class A Common Stock	31,212	\$ 0	0	I	By Accel Growth Fund IV L.P. (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Accel London V L.P. 500 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
Accel London V Strategic Partners L.P. 500 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
Accel London Investors 2016 L.P. 500 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
Accel London V Associates L.P. 500 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
Accel London V Associates L.L.C. 500 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		

Accel Growth Fund IV L.P. 500 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		
Accel Growth Fund IV Associates L.L.C. 500 UNIVERSITY AVENUE PALO ALTO, CA 94301		X		

Signatures

/s/ Tracy L. Sedlock, as Attorney-in-Fact, For Accel London V L.P. <small>Signature of Reporting Person</small>		04/23/2021 <small>Date</small>
/s/ Tracy L. Sedlock, as Attorney-in-Fact, For Accel London V Strategic Partners L.P. <small>Signature of Reporting Person</small>		04/23/2021 <small>Date</small>
/s/ Tracy L. Sedlock, as Attorney-in-Fact, For Accel London Investors 2016 L.P. <small>Signature of Reporting Person</small>		04/23/2021 <small>Date</small>
/s/ Tracy L. Sedlock, as Attorney-in-Fact, For Accel London V Associates L.P. <small>Signature of Reporting Person</small>		04/23/2021 <small>Date</small>
/s/ Tracy L. Sedlock, as Attorney-in-Fact, For Accel London V Associates L.L.C. <small>Signature of Reporting Person</small>		04/23/2021 <small>Date</small>
/s/ Tracy L. Sedlock, as Attorney-in-Fact, For Accel Growth Fund IV L.P. <small>Signature of Reporting Person</small>		04/23/2021 <small>Date</small>
/s/ Tracy L. Sedlock, as Attorney-in-Fact, For Accel Growth Fund IV Associates L.L.C. <small>Signature of Reporting Person</small>		04/23/2021 <small>Date</small>

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) Each share of Series A-1 Preferred Stock, Series B-1 Preferred Stock, Series B-2 Preferred Stock, Series C-1 Preferred Stock, Series C-2 Preferred Stock, Series D-1 Preferred Stock, Series D-2 Preferred Stock, Series E Preferred Stock automatically converted into one share of Class A Preferred Stock.
- (2) These shares are held by Accel London V L.P. Accel London V Associates L.L.C., or ALA L.L.C., is the General Partner of Accel London V Associates L.P., which is the general partner of each of Accel London V L.P., and Accel London V Strategic Partners L.P. ALA L.L.C. has sole voting and investment power.
- (3) ALA L.L.C. is the General Partner of Accel London Investors 2016 L.P. and has sole voting and investment power. Philippe Botteri, Hendrik Nelis, and Sonali de Rycker are the managers of ALA L.L.C. and share such powers. Such managers disclaim beneficial ownership except to the extent of their own shares.
- (4) Accel Growth Fund IV Associates L.L.C., or AGF4A, is the General Partner of both Accel Growth Fund IV L.P. and Accel Growth Fund IV Strategic Partners L.P., and has sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, Ryan S. Smith, and Sonali de Rycker are the managers of Accel Growth Fund IV Associates L.L.C. and share such powers. Such managers disclaim beneficial ownership except to the extent of their own shares.

Remarks:

This Form 4 is the first of two Form 4s filed relating to the same event. Combined, the two reports report the holdings for the following reporting persons: Accel London V L.P., Accel London V Strategic Partners L.P., Accel London Investors 2016 L.P., Accel London V Associates L.P., Accel London V Associates L.L.C., Accel Growth Fund IV L.P., and Accel Growth Fund IV Associates L.L.C.

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

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