

FORM 4

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

OMB APPROVAL
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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 - Botteri Philippe			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)		
3. Date of Earliest Transaction (Month/Day/Year) 04/23/2021			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		
C/O UIPATH, INC., 90 PARK AVE, 20TH FL NEW YORK, NY 10016								

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	I	By Accel London V L.P. (2)
Class A Common Stock	04/23/2021		S		3,106,618	D	\$ 56	59,025,728 (U)	I	By Accel London V L.P. (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)
Class A Common Stock								16,057	D (5)	

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						
Series A-1 Preferred Stock	(U)	04/23/2021		C			58,774,710	(U)	(U)	Class A Common Stock	58,774,710	\$ 0	0	I	By Accel London V L.P. (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	I	By Accel London V L.P. (2)
Series B-2 Preferred Stock	(U)	04/23/2021		C			762,570	(U)	(U)	Class A Common Stock	762,570	\$ 0	0	I	By Accel London V L.P. (2)

Series E Preferred Stock	(1)	04/23/2021		C			24,186	(1)	(1)	Class A Common Stock	24,186	\$ 0	0	I	By Accel London V L.P. (2)
Series A-1 Preferred Stock	(1)	04/23/2021		C			895,290	(1)	(1)	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
Botteri Philippe C/O UIPATH, INC., 90 PARK AVE, 20TH FL NEW YORK, NY 10016	X	X		

Signatures

/s/ Brad Brubaker, Attorney-in-Fact <small>Signature of Reporting Person</small>	04/23/2021 <small>Date</small>
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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 Common 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
- (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 and the Reporting Person disclaim beneficial ownership of the 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.
- (5) 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 IPO, 1/16th of the RSUs vest for each quarter of continuous service by the Reporting Person.

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 Reporting Person, a director of the Issuer and his indirect relationship to the following reporting persons: Accel

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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