

**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 - Wong Rich		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)	3. Date of Earliest Transaction (Month/Day/Year) 04/23/2021		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 (Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		
NEW YORK, NY 10016 (City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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		161,979	A	(U)	161,979	I	By Accel Growth Fund IV Strategic Partners L.P. (2)
Class A Common Stock	04/23/2021		S		10,046	D	\$ 56	151,933	I	By Accel Growth Fund IV Strategic Partners L.P. (2)
Class A Common Stock	04/23/2021		C		1,361,739	A	(U)	1,361,739	I	By Accel Growth Fund Investors 2016 L.L.C. (3)
Class A Common Stock	04/23/2021		S		84,457	D	\$ 56	1,277,282	I	By Accel Growth Fund Investors 2016 L.L.C. (3)
Class A Common Stock	04/23/2021		C		6,883,068	A	(U)	6,883,068	I	By Accel Leaders Fund L.P. (4)
Class A Common Stock	04/23/2021		C		328,862	A	(U)	328,862	I	By Accel Leaders Fund Investors 2016 L.L.C. (5)

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

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

SEC 1474 (9-02)

**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 B-1 Preferred Stock	(U)	04/23/2021		C			117,450	(U)	(U)	Class A Common Stock	117,450	\$ 0	0	I	By Accel Growth Fund IV Strategic Partners L.P. (2)
Series B-2 Preferred Stock	(U)	04/23/2021		C			34,830	(U)	(U)	Class A Common Stock	34,830	\$ 0	0	I	By Accel Growth Fund IV Strategic Partners L.P. (2)

Series C-1 Preferred Stock (	<a href="#">(1)</a>	04/23/2021		C			4,707	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	4,707	\$ 0	0	I	By Accel Growth Fund IV Strategic Partners L.P. <a href="#">(2)</a>
Series C-2 Preferred Stock (	<a href="#">(1)</a>	04/23/2021		C			3,759	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	3,759	\$ 0	0	I	By Accel Growth Fund IV Strategic Partners L.P. <a href="#">(2)</a>
Series D-1 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			1,056	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	1,056	\$ 0	0	I	By Accel Growth Fund IV Strategic Partners L.P. <a href="#">(2)</a>
Series D-2 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			177	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	177	\$ 0	0	I	By Accel Growth Fund IV Strategic Partners L.P. <a href="#">(2)</a>
Series B-1 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			987,330	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	987,330	\$ 0	0	I	By Accel Growth Fund Investors 2016 L.L.C. <a href="#">(3)</a>
Series B-2 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			292,860	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	292,860	\$ 0	0	I	By Accel Growth Fund Investors 2016 L.L.C. <a href="#">(3)</a>
Series C-1 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			39,564	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	39,564	\$ 0	0	I	By Accel Growth Fund Investors 2016 L.L.C. <a href="#">(3)</a>
Series C-2 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			31,602	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	31,602	\$ 0	0	I	By Accel Growth Fund Investors 2016 L.L.C. <a href="#">(3)</a>
Series D-1 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			8,889	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	8,889	\$ 0	0	I	By Accel Growth Fund Investors 2016 L.L.C. <a href="#">(3)</a>
Series D-2 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			1,494	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	1,494	\$ 0	0	I	By Accel Growth Fund Investors 2016 L.L.C. <a href="#">(3)</a>
Series C-1 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			3,326,970	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	3,326,970	\$ 0	0	I	By Accel Leaders Fund L.P. <a href="#">(4)</a>
Series C-2 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			2,657,322	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	2,657,322	\$ 0	0	I	By Accel Leaders Fund L.P. <a href="#">(4)</a>
Series D-1 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			747,579	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	747,579	\$ 0	0	I	By Accel Leaders Fund L.P. <a href="#">(4)</a>
Series D-2 Preferred Stock	<a href="#">(1)</a>	04/23/2021		C			125,532	<a href="#">(1)</a>	<a href="#">(1)</a>	Class A Common Stock	125,532	\$ 0	0	I	By Accel Leaders Fund L.P. <a href="#">(4)</a>

Series E Preferred Stock	<a href="#">(U)</a>	04/23/2021		C			25,665	<a href="#">(U)</a>	<a href="#">(U)</a>	Class A Common Stock	25,665	\$ 0	0	I	By Accel Leaders Fund L.P. <a href="#">(4)</a>
Series C-1 Preferred Stock	<a href="#">(U)</a>	04/23/2021		C			158,958	<a href="#">(U)</a>	<a href="#">(U)</a>	Class A Common Stock	158,958	\$ 0	0	I	By Accel Leaders Fund Investors 2016 L.L.C. <a href="#">(5)</a>
Series C-2 Preferred Stock	<a href="#">(U)</a>	04/23/2021		C			126,963	<a href="#">(U)</a>	<a href="#">(U)</a>	Class A Common Stock	126,963	\$ 0	0	I	By Accel Leaders Fund Investors 2016 L.L.C. <a href="#">(5)</a>
Series D-1 Preferred Stock	<a href="#">(U)</a>	04/23/2021		C			35,718	<a href="#">(U)</a>	<a href="#">(U)</a>	Class A Common Stock	35,718	\$ 0	0	I	By Accel Leaders Fund Investors 2016 L.L.C. <a href="#">(5)</a>
Series D-2 Preferred Stock	<a href="#">(U)</a>	04/23/2021		C			5,997	<a href="#">(U)</a>	<a href="#">(U)</a>	Class A Common Stock	5,997	\$ 0	0	I	By Accel Leaders Fund Investors 2016 L.L.C. <a href="#">(5)</a>
Series E Preferred Stock	<a href="#">(U)</a>	04/23/2021		C			1,226	<a href="#">(U)</a>	<a href="#">(U)</a>	Class A Common Stock	1,226	\$ 0	0	I	By Accel Leaders Fund Investors 2016 L.L.C. <a href="#">(5)</a>

## Reporting Owners

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

## Signatures

<a href="#">(U)</a> /s/ Brad Brubaker, as Attorney-in-Fact	<a href="#">(U)</a>	04/23/2021
<small><a href="#">(U)</a>Signature of Reporting Person</small>		<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 Common Stock.
- (2) 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 J. Sweeney, and Richard P. Wong are the Managing Members of Accel Growth Fund Investors 2016 L.L.C. and share the voting and investment powers. Such managers and the Reporting Person disclaim beneficial ownership.
- (3) Andrew G. Braccia, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, Ryan J. Sweeney, and Richard P. Wong are the Managing Members of Accel Growth Fund L.P. and has sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, Ryan J. Sweeney, and Richard P. Wong are the Managing Members of Accel Growth Fund Investors 2016 L.L.C. and share the voting and investment powers. Such managers and the Reporting Person disclaim beneficial ownership.
- (4) Accel Leaders Fund Associates L.L.C., or ALFA, is the General Partner of Accel Leaders Fund L.P. and has sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, Ryan J. Sweeney, and Richard P. Wong are the Managing Members of Accel Leaders Fund L.P. and has sole voting and investment power. Andrew G. Braccia, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, Ryan J. Sweeney, and Richard P. Wong are the Managing Members of Accel Leaders Fund Investors 2016 L.L.C. and share the voting and investment powers. Such managers and the Reporting Person disclaim beneficial ownership.
- (5) Andrew G. Braccia, Sameer K. Gandhi, Ping Li, Tracy L. Sedlock, Ryan J. Sweeney, and Richard P. Wong are the Managing Members of Accel Leaders Fund Investors 2016 L.L.C. and share the voting and investment powers. Such managers and the Reporting Person disclaim beneficial ownership.

### Remarks:

This Form 4 is the second 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 Growth Fund IV Associates L.L.C., Accel Growth Fund IV Strategic Partners L.P., Accel Growth Fund Investors 2016 L.L.C., Accel Leaders Fund L.P., and Accel Leaders Fund Investors 2016 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.

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.