

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

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

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 - Sturdy Laela		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) C/O UIPATH, INC., 90 PARK AVE, 20TH FL		3. Date of Earliest Transaction (Month/Day/Year) 04/23/2021			
(Street) NEW YORK, NY 10016		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	04/23/2021		C		10,004,580	A	(1)	10,004,580	I	By CapitalG LP (2)
Class A Common Stock	04/23/2021		C		2,967,450	A	(1)	12,972,030	I	By CapitalG LP (2)
Class A Common Stock	04/23/2021		C		2,178,705	A	(1)	15,150,735	I	By CapitalG LP (2)
Class A Common Stock	04/23/2021		C		1,740,180	A	(1)	16,890,915	I	By CapitalG LP (2)
Class A Common Stock	04/23/2021		S		1,527,673	D	\$ 56	15,363,242	I	By CapitalG LP (2)
Class A Common Stock	04/23/2021		C		6,536,115	A	(1)	6,536,115	I	By CapitalG II LP (3)
Class A Common Stock	04/23/2021		C		5,220,537	A	(1)	11,756,652	I	By CapitalG II LP (3)
Class A Common Stock	04/23/2021		C		1,631,871	A	(1)	13,388,523	I	By CapitalG II LP (3)
Class A Common Stock	04/23/2021		C		274,020	A	(1)	13,662,543	I	By CapitalG II LP (2)
Class A Common Stock								16,057 (4)	D	

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 B-1 Preferred Stock	(1)	04/23/2021		C		10,004,580	(1)	(1)	Class A Common Stock	10,004,580	\$ 0	0	I	By CapitalG LP (2)
Series B-2 Preferred Stock	(1)	04/23/2021		C		2,967,450	(1)	(1)	Class A Common Stock	2,967,450	\$ 0	0	I	By CapitalG LP (2)
Series C-1 Preferred Stock	(1)	04/23/2021		C		2,178,705	(1)	(1)	Class A Common Stock	2,178,705	\$ 0	0	I	By CapitalG LP (2)
Series C-1 Preferred Stock	(1)	04/23/2021		C		6,536,115	(1)	(1)	Class A Common Stock	6,536,115	\$ 0	0	I	By CapitalG II LP (3)
Series C-2 Preferred Stock	(1)	04/23/2021		C		1,740,180	(1)	(1)	Class A Common Stock	1,740,180	\$ 0	0	I	By CapitalG LP (2)
Series C-2 Preferred Stock	(1)	04/23/2021		C		5,220,537	(1)	(1)	Class A Common Stock	5,220,537	\$ 0	0	I	By CapitalG II LP (3)
Series D-1 Preferred Stock	(1)	04/23/2021		C		1,631,871	(1)	(1)	Class A Common Stock	1,631,871	\$ 0	0	I	By CapitalG II LP (3)
Series D-2 Preferred Stock	(1)	04/23/2021		C		274,020	(1)	(1)	Class A Common Stock	274,020	\$ 0	0	I	By CapitalG II LP (3)

Reporting Owners

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

Signatures

/s/ Brad Brubaker, Attorney-in-Fact	04/23/2021
**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) Each share of 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 and Series D-2 Preferred Stock automatically converted into one share of Class A Common Stock, without payment of additional consideration, immediately prior to the closing of the Issuer's initial public offering (IPO). CapitalG GP LLC, is the general partner of CapitalG LP. Alphabet Holdings LLC, the managing member of CapitalG GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., each may be deemed to share voting and investment power over the shares held by CapitalG LP. The Reporting Person is a general partner of CapitalG LP and may be deemed to share voting and investment power over the shares. The Reporting Person disclaims beneficial ownership of the shares held by CapitalG LP except to the extent of her pecuniary interest in such shares.
- (2) CapitalG II GP LLC, is the general partner of CapitalG II LP. Alphabet Holdings LLC, the managing member of CapitalG II GP LLC, XXVI Holdings Inc., the managing member of Alphabet Holdings LLC, and Alphabet Inc., the controlling stockholder of XXVI Holdings Inc., each may be deemed to share voting and investment power over the shares held by CapitalG II LP. The Reporting Person is a general partner of CapitalG II LP and may be deemed to share voting and investment power over the shares. The Reporting Person disclaims beneficial ownership of the shares held by CapitalG II LP except to the extent of her pecuniary interest in such shares.
- (3) 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 to the Issuer following March 16, 2021 and subject to continuous service through each such vesting date.
- (4) The 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.

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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