

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 type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
(Last) (First) (Middle) C/O UIPATH, INC., 90 PARK AVE, 20TH FL		3. Date of Earliest Transaction (Month/Day/Year) 06/22/2021			
(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	06/22/2021		J(1)		1,395,512	D	\$ 0	22,484,508	I	Accel Growth Fund V L.P. (2)
Class A common stock	06/22/2021		J(3)		7,939	D	\$ 0	127,927	I	Accel Growth Fund IV Strategic Partners L.P. (4)
Class A common stock	06/22/2021		J(5)		66,747	D	\$ 0	1,075,452	I	Accel Growth Fund Investors 2016 L.L.C. (6)
Class A common stock	06/22/2021		J(7)(8)		2,455,185	D	\$ 0	51,601,717	I	Accel London V L.P. (9)
Class A common stock	06/22/2021		J(10)		37,398	D	\$ 0	786,012	I	Accel London V Strategic Partners L.P. (11)
Class A common stock	06/22/2021		J(12)		237,219	D	\$ 0	4,985,741	I	Accel London Investors 2016 L.P. (13)
Class A common stock	06/22/2021		J(14)		139,708	A	\$ 0	428,458	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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, as Attorney-in-Fact	06/24/2021
Signature of Reporting Person	Date

Explanation of Responses:

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If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
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Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1)

On June 22, 2021, Accel Growth Fund IV L.P. distributed, for no consideration, 1,395,512 shares of Class A common stock of the Issuer (the "Accel Growth IV Shares") to its limited partners and to Accel Growth Fund IV Associates L.L.C., the general partner of Accel Growth Fund IV L.P., representing each such partner's pro rata interest in such Accel Growth IV Shares. On the same date, Accel Growth Fund IV Associates L.L.C. distributed, for no consideration, the Accel Growth IV Shares it received in the distribution by Accel Growth Fund IV L.P. to its members, representing each such member's pro rata interest in such Accel Growth IV Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

These shares are held by Accel Growth Fund IV L.P. Accel Growth Fund IV Associates L.L.C. ("Accel Growth Fund IV GP") is the general partner of each of Accel Growth Fund IV L.P. and Accel Growth Fund IV Strategic Partners L.P. (together, the "Accel Growth Fund IV Entities"). Accel Growth Fund IV GP has sole voting and

dispositive power with regard to the shares held by the Accel Growth Fund IV Entities. Accel Growth Fund IV GP disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

On June 22, 2021, Accel Growth Fund IV Strategic Partners L.P. distributed, for no consideration, 7,939 shares of Class A common stock of the Issuer (the "Accel Growth IV SP Shares") to its limited partners and to Accel Growth Fund IV Associates L.L.C., the general partner of Accel Growth Fund IV Strategic Partners L.P., representing each such partner's pro rata interest in such Accel Growth IV SP Shares. On the same date, Accel Growth Fund IV Associates L.L.C. distributed, for no consideration, the Accel Growth IV SP Shares it received in the distribution by Accel Growth Fund IV Strategic Partners L.P. to its members, representing each such member's pro rata interest in such Accel Growth II SP Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

These shares are held by Accel Growth Fund IV Strategic Partners L.P.

On June 22, 2021, Accel Growth Fund Investors 2016 L.L.C. distributed, for no consideration, 66,747 shares of Class A common stock of the Issuer to its members, representing each such member's pro rata interest in such shares. The aforementioned distribution was made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

These shares are held by Accel Growth Fund Investors 2016 L.L.C.

On June 22, 2021, Accel London V L.P. distributed, for no consideration, 2,455,185 shares of Class A common stock of the Issuer (the "Accel London V Shares") to its limited partners and to Accel London V Associates L.P., the general partner of Accel London V L.P., representing each such partner's pro rata interest in such Accel London V Shares. On the same date, Accel London V Associates L.P. distributed, for no consideration, the Accel London V Shares it received in the distribution by Accel London V L.P. to its limited partners and to Accel London V Associates L.L.C., the general partner of Accel London V Associates L.P., representing each such partner's pro rata interest in such Accel London V Shares. Continued in footnote (8) below.

Continued from footnote (7): Also on that same date, Accel London V Associates L.L.C. distributed, for no consideration, the Accel London V Shares it received in the distribution by Accel London V Associates L.P. to its members, representing each such member's pro rata interest in such Accel London V Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

These shares are held by Accel London V L.P. Accel London V Associates L.P. is the general partner of Accel London V L.P. and has sole voting and dispositive power with regard to the shares held by Accel London V Associates L. P. Accel London V Associates L.L.C. is the general partner of Accel London V Associates L.P. and Accel London Investors 2016 L.P (together with Accel London V L.P., the "Accel London V Entities"). Accel London V Associates L.P. has sole voting and dispositive power with regard to the shares held by the Accel London V Entities. Each of Accel London V Associates L.P. and Accel London V Associates L.L.C. disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of its pecuniary interest therein, if any, and this report shall not be deemed an admission that either such reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (10) On June 22, 2021, Accel London V Strategic Partners L.P. distributed, for no consideration, 37,398 shares of Class A common stock of the Issuer (the "Accel London V SP Shares") to its limited partners and to Accel London V Associates L.L.C., the general partner of Accel London V Strategic Partners L.P., representing each such partner's pro rata interest in such Accel London V SP Shares. On the same date, Accel London V Associates L.L.C. distributed, for no consideration, the Accel London V SP Shares it received in the distribution by Accel London V Strategic Partners L.P. to its members, representing each such member's pro rata interest in such Accel London V SP Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- (11) These shares are held by Accel London V Strategic Partners L.P.
- (12) On June 22, 2021, Accel London Investors 2016 L.P. distributed, for no consideration, 237,219 shares of Class A common stock of the Issuer (the "Accel London Investors Shares") to its limited partners and to Accel London V Associates L.L.C., the general partner of Accel London Investors 2016 L.P., representing each such partner's pro rata interest in such Accel London Investors Shares. On that same date, Accel London V Associates L.L.C. distributed, for no consideration, the Accel London Investors Shares it received in the distribution by Accel London Investors 2016 L.P. to its members, representing each such member's pro rata interest in such Accel London Investors Shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.
- (13) These shares are held by Accel London Investors 2016 L.P.
- (14) Reflects shares distributed in the distributions reported herein in each case to the limited partners or members of the applicable entity for no consideration, representing each limited partner's or member's pro-rata interest in such shares. All of the aforementioned distributions were made in accordance with the exemptions afforded by Rules 16a-13 and 16a-9 of the Securities Exchange Act of 1934, as amended.

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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