

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Wong Rich</u>  (Last) (First) (Middle) <u>C/O UIPATH, INC., 452 5TH AVE 22D FL</u>  (Street) <u>NEW YORK NY 10018</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>UiPath, Inc. [ PATH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/31/2023</u>		
	4. If Amendment, Date of 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	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	05/31/2023		J <sup>(1)</sup>		1,989,379	D	\$0.00	11,058,809	I	Accel Growth Fund IV L.P. <sup>(2)</sup>
Class A Common Stock	05/31/2023		J <sup>(3)</sup>		11,318	D	\$0.00	62,927	I	Accel Growth Fund IV Strategic Partners L.P. <sup>(4)</sup>
Class A Common Stock	05/31/2023		J <sup>(5)</sup>		95,151	D	\$0.00	528,963	I	Accel Growth Fund Investors 2016 L.L.C. <sup>(6)</sup>
Class A Common Stock	05/31/2023		J <sup>(7)(8)</sup>		3,500,000	D	\$0.00	31,499,995	I	Accel London V L.P. <sup>(9)</sup>
Class A Common Stock	05/31/2023		J <sup>(10)</sup>		53,313	D	\$0.00	479,815	I	Accel London V Strategic Partners L.P. <sup>(11)</sup>
Class A Common Stock	05/31/2023		J <sup>(12)</sup>		338,168	D	\$0.00	3,043,519	I	Accel London Investors 2016 L.P. <sup>(13)</sup>
Class A Common Stock	05/31/2023		J <sup>(14)</sup>		114,121	A	\$0.00	768,750	I	By trust
Class A Common Stock								26,408	D <sup>(15)</sup>	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. On May 31, 2023, Accel Growth Fund IV L.P. distributed, for no consideration, 1,989,379 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.

2. 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.

3. On May 31, 2023, Accel Growth Fund IV Strategic Partners L.P. distributed, for no consideration, 11,318 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 IV 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.

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

5. On May 31, 2023 Accel Growth Fund Investors 2016 L.L.C. distributed, for no consideration, 95,151 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.

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

7. On May 31, 2023, Accel London V L.P. distributed, for no consideration, 3,500,000 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.

8. 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.

9. 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 May 31, 2023, Accel London V Strategic Partners L.P. distributed, for no consideration, 53,313 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 May 31, 2023, Accel London Investors 2016 L.P. distributed, for no consideration, 338,168 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. Shares reflect 114,121 shares held by The Wong Family 2006 Trust, dated 8/30/2006, and several GST trusts. The Reporting Person disclaims Section 16 beneficial ownership over the securities reported herein except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 or any other purpose.

15. Consists of 26,408 Restricted Stock Units (RSUs). Each RSU represents a contingent right to receive one share of the Issuer's Class A Common Stock upon settlement.

#### Remarks:

/s/ Brad Brubaker, as Attorney-in-Fact 06/02/2023

\*\* Signature of Reporting Person                      Date

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

\* 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).

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

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 Number.