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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person * <u>Accel Growth Fund IV L.P.</u>  (Last) (First) (Middle) 500 UNIVERSITY AVENUE  (Street) PALO ALTO CA 94301  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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	06/05/2023		J <sup>(1)</sup>		1,989,379	D	\$0.00	9,069,430	D <sup>(2)</sup>	
Class A common stock	06/05/2023		J <sup>(3)</sup>		11,318	D	\$0.00	51,609	I	Accel Growth Fund IV Strategic Partners L.P. <sup>(4)</sup>
Class A common stock	06/05/2023		J <sup>(5)</sup>		95,151	D	\$0.00	433,812	I	Accel Growth Fund Investors 2016 L.L.C. <sup>(6)</sup>
Class A common stock	06/05/2023		J <sup>(7)(8)</sup>		3,500,000	D	\$0.00	27,999,995	I	Accel London V L.P. <sup>(9)</sup>
Class A common stock	06/05/2023		J <sup>(10)(11)</sup>		53,313	D	\$0.00	426,502	I	Accel London V Strategic Partners L.P. <sup>(12)</sup>
Class A common stock	06/05/2023		J <sup>(13)</sup>		338,168	D	\$0.00	2,705,351	I	Accel London Investors 2016 L.P. <sup>(14)</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	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person \*

[Accel Growth Fund IV L.P.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel Growth Fund IV Strategic Partners L.P.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel Growth Fund IV Associates L.L.C.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel Growth Fund Investors 2016 L.L.C.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel London V L.P.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Accel London V Associates L.P.](#)

(Last) (First) (Middle)

500 UNIVERSITY AVENUE

(Street)

PALO ALTO CA 94301

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Accel London Investors 2016 L.P.</a>		
(Last)	(First)	(Middle)
500 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">Accel London V Associates L.L.C.</a>		
(Last)	(First)	(Middle)
500 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<a href="#">Accel London V Strategic Partners L.P.</a>		
(Last)	(First)	(Middle)
500 UNIVERSITY AVENUE		
(Street)		
PALO ALTO	CA	94301
(City)	(State)	(Zip)

**Explanation of Responses:**

- On June 5, 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.
- 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 5, 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.
- These shares are held by Accel Growth Fund IV Strategic Partners L.P.
- On June 5, 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.
- These shares are held by Accel Growth Fund Investors 2016 L.L.C.
- On June 5, 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.
- 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 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.
- On June 5, 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.P., 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.P. 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 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 SP Shares. Continued in footnote (11) below.
- Continued from footnote (10): Also on that 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 Associates 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.
- These shares are held by Accel London V Strategic Partners L.P.
- On June 5, 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.
- These shares are held by Accel London Investors 2016 L.P.

**Remarks:**

/s/ Tracy Sedlock, attorney in fact 06/07/2023  
for Accel Growth Fund IV L.P.

<a href="#"><u>/s/ Tracy Sedlock, attorney in fact for Accel Growth Fund IV Strategic Partners L.P.</u></a>	<a href="#"><u>06/07/2023</u></a>
<a href="#"><u>/s/ Tracy Sedlock, attorney in fact for Accel Growth Fund IV Associates L.L.C.</u></a>	<a href="#"><u>06/07/2023</u></a>
<a href="#"><u>/s/ Tracy Sedlock, attorney in fact for Accel Growth Fund Investors 2016 L.L.C.</u></a>	<a href="#"><u>06/07/2023</u></a>
<a href="#"><u>/s/ Tracy Sedlock, attorney in fact for Accel London V L.P.</u></a>	<a href="#"><u>06/07/2023</u></a>
<a href="#"><u>/s/ Tracy Sedlock, attorney in fact for Accel London V Associates L.P.</u></a>	<a href="#"><u>06/07/2023</u></a>
<a href="#"><u>/s/ Tracy Sedlock, attorney in fact for Accel London Investors 2016 L.P.</u></a>	<a href="#"><u>06/07/2023</u></a>
<a href="#"><u>/s/ Tracy Sedlock, attorney in fact for Accel London V Associates L.L.C.</u></a>	<a href="#"><u>06/07/2023</u></a>
<a href="#"><u>/s/ Tracy Sedlock, attorney in fact for Accel London V Strategic Partners L.P.</u></a>	<a href="#"><u>06/07/2023</u></a>

\*\* 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.**

GRANT OF POWER OF ATTORNEY

A. Power of Attorney. Effective as of January 31, 2017, each entity listed on Schedule A attached hereto, and such additional affiliated entities that shall come into existence from time to time (each, a "Granting Entity"), hereby constitutes and appoints Tracy L. Sedlock and Richard H. Zamboldi as its true and lawful attorneys-in-fact and agent with full power of substitution, in its name, place and stead to make, execute, sign and file such instruments, documents or certificates as may be necessary or proper in the normal course of such Granting Entity's business.

Each Granting Entity hereby further grants to such attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such Granting Entity might or could do if present, hereby ratifying and confirming all that such attorneys-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted, including, without limitation, the authority to execute documents on behalf of such Granting Entity in connection with investments made by such Granting Entity or any entity controlled by such Granting Entity. Each Granting Entity acknowledges that no such attorneys-in-fact, in serving in such capacity at the request of the undersigned, is hereby assuming any of the undersigned entities responsibilities under the tax laws of the United States, any state or other jurisdiction. This Power of Attorney shall remain in full force and effect with respect to each such Granting Entity from the date hereof until revoked by each respective Granting Entity in a signed writing delivered to the foregoing attorneys-in-fact.

B. Consent to Grant of Power of Attorney. As of the date set forth above, each of the undersigned persons, individually and in his capacity as a member, partner or equity holder (each, a "Constituent Member") of a Granting Entity and as a member, partner, trustee or equity holder of any Constituent Member, hereby consents to, and causes each such Granting Entity and Constituent Member, to consent to and cause, the grant of Power of Attorney set forth in Paragraph A above.

Schedule A GRANTING ENTITIES

Accel London Investors 2016 L.P.  
Accel Growth Fund Investors 2016 L.L.C.  
Accel Leaders Fund Investors L.L.C.  
Accel Growth Fund IV Associates L.L.C.  
Accel Leaders Fund Associates L.L.C.  
Accel London V Associates L.P.  
Accel London V Associates L.L.C.

IN WITNESS WHEREOF, each of the undersigned have executed this Grant of Power of Attorney or a counterpart hereto as of the date first set forth above.

/s/ Andrew G. Braccia

Andrew G. Braccia in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Kevin J. Efrusy

Kevin J. Efrusy in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Sameer K. Gandhi

Sameer K. Gandhi in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Ping Li

Ping Li in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Arthur C. Patterson

Arthur C. Patterson in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Tracy L. Sedlock

Tracy L. Sedlock in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ James R. Swartz

James R. Swartz in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Ryan J. Sweeney

Ryan J. Sweeney in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity

/s/ Richard P. Wong

Richard P. Wong in his individual capacity and as member, partner, officer, trustee or equity holder of every entity that is an equity holder of a Granting Entity