

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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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

|                                                                                                                                                                                                               |                                                                                       |                                                                                                                                                                                                                  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><b>SPURLOCK STEVEN M</b><br>(Last) (First) (Middle)<br><b>C/O BENCHMARK, 2965 WOODSIDE ROAD</b><br>(Street)<br><b>WOODSIDE, CA 94062</b><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>Uber Technologies, Inc [ UBER ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>____ Director <input checked="" type="checkbox"/> 10% Owner<br>____ Officer (give title below)      ____ Other (specify below) |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>5/14/2019</b>                                                                                                                                              |                                                                                       | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br>____ Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person                   |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                                                                                                                                             |                                                                                       |                                                                                                                                                                                                                  |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |       | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|-------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 5/14/2019      |                                         | C                            |   | 126216840                                                               | A             | (1)   | 126216840                                                                                           | I                                                                       | See<br>footnotes<br>(2)                                           |
| Common Stock                       | 5/14/2019      |                                         | C                            |   | 7052680                                                                 | A             | (1)   | 133269520                                                                                           | I                                                                       | See<br>footnotes<br>(2)                                           |
| Common Stock                       | 5/14/2019      |                                         | C                            |   | 13211203                                                                | A             | (1)   | 146480723                                                                                           | I                                                                       | See<br>footnotes<br>(2)                                           |
| Common Stock                       | 5/14/2019      |                                         | C                            |   | 3598034                                                                 | A             | (1)   | 3598034                                                                                             | I                                                                       | See<br>footnotes<br>(3)                                           |

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivate Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|----------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                |                                                                    |                   |                                         | Code                            | V |                                                                                                    | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Series A<br>Preferred Stock                    | (1)                                                                | 5/14/2019         |                                         | C                               |   | 126216840                                                                                          | (1)                                        | (1)                | Common<br>Stock                                                                            | 126216840                        | \$0.00                                              | 0                                                                                                                          | I                                                                                                     | See<br>footnotes<br>(2)                                            |
| Series B<br>Preferred Stock                    | (1)                                                                | 5/14/2019         |                                         | C                               |   | 7052680                                                                                            | (1)                                        | (1)                | Common<br>Stock                                                                            | 7052680                          | \$0.00                                              | 0                                                                                                                          | I                                                                                                     | See<br>footnotes<br>(2)                                            |
| Series Seed<br>Preferred Stock                 | (1)                                                                | 5/14/2019         |                                         | C                               |   | 13211203                                                                                           | (1)                                        | (1)                | Common<br>Stock                                                                            | 13211203                         | \$0.00                                              | 0                                                                                                                          | I                                                                                                     | See<br>footnotes<br>(2)                                            |
| Series C-1<br>Preferred Stock                  | (1)                                                                | 5/14/2019         |                                         | C                               |   | 3598034                                                                                            | (1)                                        | (1)                | Common<br>Stock                                                                            | 3598034                          | \$0.00                                              | 0                                                                                                                          | I                                                                                                     | See<br>footnotes<br>(3)                                            |

#### Explanation of Responses:

- All Series of convertible Preferred Stock automatically converted into shares of the Company's Common Stock on a 1-for-1 basis, without payment or further consideration, immediately prior to the consummation of the Company's initial public offering.
- The shares are held by Benchmark Capital Partners VII, L.P. ("BCP VII"), as nominee for Benchmark Founders' Fund VII, L.P. ("BFF VII"), Benchmark Founders' Fund VII-B, L.P. ("BFF VII-B") and related persons. Benchmark Capital Management Co. VII, L.L.C. ("BCMC VII"), the general partner of each of BCP VII, BFF VII and BFF VII-B, may be deemed to have sole voting and dispositive power over such shares. Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Mitchell H. Lasky and Steven M. Spurlock, the managing members of BCMC VII, may be deemed to share voting and dispositive power over these shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities, except to the extent of such person's or entity's pecuniary interest in such securities.

- (3) The shares are held by Benchmark Capital Partners VI, L.P. ("BCP VI"), as nominee for Benchmark Founders' Fund VI, L.P. ("BFF VI"), Benchmark Founders' Fund VI-B, L.P. ("BFF VI-B") and related persons. Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of each of BCP VI, BFF VI and BFF VI-B, may be deemed to have sole voting and dispositive power over such shares. Alexandre Balkanski, Matthew R. Cohler, Bruce W. Dunlevie, Peter H. Fenton, J. William Gurley, Kevin R. Harvey, Robert C. Kagle, Mitchell H. Lasky and Steven M. Spurlock, the managing members of BCMC VI, may be deemed to share voting and dispositive power over these shares beneficially held by such entities. Each such person and entity disclaims the existence of a "group" and disclaims beneficial ownership of any securities, except to the extent of such person or entity's pecuniary interest in such securities.

**Remarks:**

This report is one of three reports, each on a separate Form 4, but relating to the same transactions being filed by entities affiliated with Benchmark and their applicable members.

**Reporting Owners**

| Reporting Owner Name / Address                                                   | Relationships |           |         |       |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                  | Director      | 10% Owner | Officer | Other |
| SPURLOCK STEVEN M<br>C/O BENCHMARK<br>2965 WOODSIDE ROAD<br>WOODSIDE, CA 94062   |               | X         |         |       |
| BALKANSKI ALEXANDRE<br>C/O BENCHMARK<br>2965 WOODSIDE ROAD<br>WOODSIDE, CA 94062 |               | X         |         |       |
| DUNLEVIE BRUCE<br>C/O BENCHMARK<br>2965 WOODSIDE ROAD<br>WOODSIDE, CA 94062      |               | X         |         |       |
| FENTON PETER H<br>C/O BENCHMARK<br>2965 WOODSIDE ROAD<br>WOODSIDE, CA 94062      |               | X         |         |       |
| GURLEY J WILLIAM<br>C/O BENCHMARK<br>2965 WOODSIDE ROAD<br>WOODSIDE, CA 94062    |               | X         |         |       |
| HARVEY KEVIN<br>C/O BENCHMARK<br>2965 WOODSIDE ROAD<br>WOODSIDE, CA 94062        |               | X         |         |       |
| KAGLE ROBERT<br>C/O BENCHMARK<br>2965 WOODSIDE ROAD<br>WOODSIDE, CA 94062        |               | X         |         |       |
| LASKY MITCHELL<br>C/O BENCHMARK<br>2965 WOODSIDE ROAD<br>WOODSIDE, CA            |               | X         |         |       |

**Signatures**

/s/ Steven M. Spurlock

**\*\***Signature of Reporting Person

**5/15/2019**

Date

/s/ Steven M. Spurlock, by power of attorney for Alexandre Balkanski

**\*\***Signature of Reporting Person

**5/15/2019**

Date

/s/ Steven M. Spurlock, by power of attorney for Bruce W. Dunlevie

**\*\***Signature of Reporting Person

**5/15/2019**

Date

/s/ Steven M. Spurlock, by power of attorney for Peter H. Fenton

**\*\***Signature of Reporting Person

**5/15/2019**

Date

/s/ Steven M. Spurlock, by power of attorney for J. William Gurley

**\*\***Signature of Reporting Person

**5/15/2019**

Date

/s/ Steven M. Spurlock, by power of attorney for Kevin R. Harvey

**5/15/2019**

**Signature of Reporting Person**

Date

**/s/ Steven M. Spurlock, by power of attorney for Robert C. Kagle**

**5/15/2019**

**Signature of Reporting Person**

Date

**/s/ Steven M. Spurlock, by power of attorney for Mitchell H. Lasky**

**5/15/2019**

**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.

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