SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB	APPROVAL

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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>LEIBOWITZ REUBEN S</u>				er Name and Ticke <u>ON PROPER</u>]		Symbol <u>UP INC /DE/</u> [ationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner Officer (give title Other (spec				
(Last) (First) (Middle) 680 FIFTH AVENUE, 25TH FL			3. Date 03/31	e of Earliest Transa /2022	ction (Month/I	Day/Year)		Officer (give title below)	below			
				nendment, Date of $\frac{2022}{2022}$	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)							x	Form filed by On	e Reportina Per	son		
NEW YORK	NY	10019						Form filed by Mo Person				
(City)	(State)	(Zip)	Rule	Rule 10b5-1(c) Transaction Indication								
				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	3. Transaction Code (Instr.	4. Securities Acquired (A Disposed Of (D) (Instr. 3 5)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial		

			(Month/Da		if any (Month/Day/Year)	Code (Instr. 8)		5)				(D) or Indirect (I) (Instr. 4)	Beneficial Ownership
						Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)
Common	n Stock										45,615(1)	D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1 Title of	1.	2 Transaction	24 Deemed	4	E Number	6 Data	Everei	apple and	7 Title or		Brico of A Number	of 10	11 Noture

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. Transa Code (8)		of Deriv Secu Acqu (A) o Dispe of (D	Expiration Date (Month/Day/Year) urities urities or posed D) 0 tr. 3, 4		7. Titl Amou Secur Unde Deriv Secur 3 and	int of rities rlying ative rity (Instr.	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. On April 4, 2022, the reporting person filed a Form 4 which inadvertently reported that, following the receipt of shares of common stock acquired through the reinvestment of dividends received on restricted stock awarded to the reporting person, the reporting person directly owned 43,115 shares of the issuer's common stock. In fact, as reported in this amendment, the reporting person directly owned 45,615 shares of the issuer's common stock.

/s/ Reuben S. Leibowitz by his attorney-in-fact, Steven E. 03/25/2024 Fivel

** 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.