

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lu Cheng</u> _____ (Last) (First) (Middle) 9191 TOWNE CENTRE DRIVE, STE 600 _____ (Street) SAN DIEGO CA 92122 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TuSimple Holdings Inc. [ TSP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 09/02/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/02/2021		M <sup>(1)</sup>		108,333	A	(1)	1,333,333	D	
Class A Common Stock	09/03/2021		s <sup>(2)</sup>		34,837	D	\$43.9525 <sup>(3)</sup>	1,298,496	D	
Class A Common Stock	09/03/2021		s <sup>(2)</sup>		2,811	D	\$44.9467 <sup>(4)</sup>	1,295,685	D	
Class A Common Stock	09/03/2021		s <sup>(2)</sup>		3,000	D	\$46.0754 <sup>(5)</sup>	1,292,685	D	
Class A Common Stock	09/03/2021		M <sup>(1)</sup>		108,333	A	(1)	1,401,018	D	
Class A Common Stock	09/07/2021		s <sup>(2)</sup>		42,685	D	\$42.5342 <sup>(6)</sup>	1,358,333	D	
Class A Common Stock	09/07/2021		s <sup>(2)</sup>		1,690	D	\$43.1938 <sup>(7)</sup>	1,356,643	D	
Class A Common Stock								900,000	I	By LLC <sup>(8)</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	Title	Amount or Number of Shares				
Restricted Stock Unit	(9)	09/02/2021		M			108,333	(9)	(9)	Class A Common Stock	108,333	(9)	891,667	D	
Restricted Stock Unit	(9)	09/03/2021		M			108,333	(9)	(9)	Class A Common Stock	108,333	(9)	783,334	D	

Explanation of Responses:

- The Reporting Person received Restricted Stock Units ("RSUs") that represent a contingent right to receive one share of Class A Common Stock for each RSU upon the satisfaction of applicable vesting conditions. The shares were issued pursuant to vested RSUs.
- The sales reported represent shares of Class A Common Stock required to be sold by the Reporting Person to cover tax withholding obligations in connection with the previously reported vesting and settlement of RSUs. These sales are mandated by the issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$43.66 to \$44.655, inclusive. The Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in footnotes 3 through 7 of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$44.66 to \$45.44, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$45.67 to \$46.30, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$42.13 to \$43.12, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$43.13 to \$43.30, inclusive.
- The shares are held by Hickory Wood Grove LLC, a limited liability company incorporated in Delaware and beneficially owned by the Reporting Person.
- Represents the settlement of a vested RSU. The Reporting Person was previously granted RSUs that represent a contingent right to receive one share of Class A Common Stock for each RSU. The RSUs are subject to a service-based vesting requirement, which shall be satisfied over a three-year period. 30% of the RSUs vested on June 30, 2020 and 8.75% of the RSUs shall vest each quarter thereafter, subject to the Reporting Person's continuous service with the issuer.

Remarks:

President and Chief Executive Officer

/s/ Laura Donald - Attorney-in-Fact 09/07/2021

\*\* 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.



POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of TuSimple Holdings Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints each of Laura Donald, David Atkinson, Patrick Dillon, James Mullen and Xin Zhao as the undersigned's true and lawful attorney-in-fact to:

(1) complete and execute Form ID, "Update Passphrase Confirmation" form and Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determined to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and

(2) do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of July, 2021.

/s/ Cheng Lu

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Cheng Lu