

| 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*<br><u>Hou Xiaodi</u><br>_____<br>(Last) (First) (Middle)<br>9191 TOWNE CENTRE DRIVE, STE 600<br>_____<br>(Street)<br>SAN DIEGO CA 92122<br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TuSimple Holdings Inc. [ TSP ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br>Chief Technology Officer |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>04/19/2021                       |  |
| 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 |   |  |   |
| Common Stock                    | 04/19/2021                           |  | J <sup>(1)</sup>               |   | 25,367,314  | D          | (1)   | 0   | I  | By corporation <sup>(2)</sup>                         |
| Class A Common Stock            | 04/19/2021                           |  | J <sup>(1)</sup>               |   | 25,367,314  | A          | (1)   | 25,367,314  | I  | By corporation <sup>(2)</sup>                         |
| Class A Common Stock            | 04/19/2021                           |  | J <sup>(3)</sup>               |   | 12,000,000  | D          | (3)   | 13,367,314  | I  | By corporation <sup>(2)</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                         |
| Class B Common Stock                       | (4)  | 04/19/2021                           |  | J <sup>(3)</sup>               |   | 12,000,000   |     | (4)  | (4)             | Class A Common Stock  | 12,000,000                                 | \$0.00   | 12,000,000  | I  | By corporation <sup>(2)</sup> |

|   |
|---|
| 1. Name and Address of Reporting Person*<br><u>Hou Xiaodi</u><br>_____<br>(Last) (First) (Middle)<br>9191 TOWNE CENTRE DRIVE, STE 600<br>_____<br>(Street)<br>SAN DIEGO CA 92122<br>_____<br>(City) (State) (Zip)                     |
| 1. Name and Address of Reporting Person*<br><u>White Marble International Ltd</u><br>_____<br>(Last) (First) (Middle)<br>9191 TOWNE CENTRE DRIVE, STE 600<br>_____<br>(Street)<br>SAN DIEGO CA 92122<br>_____<br>(City) (State) (Zip) |

**Explanation of Responses:**

- Pursuant to a reclassification exempt under Rule 16b-7, each share of Common Stock was automatically reclassified into one share of Class A Common Stock immediately prior to the completion of the Issuer's initial public offering of Class A Common Stock.
- The shares are held by White Marble International Limited, a company incorporated in Samoa and beneficially owned by the Reporting Person.
- Following the reclassification of Common Stock into Class A Common Stock, certain shares of Class A Common Stock were exchanged at a 1:1 ratio for shares of Class B Common Stock in a transaction previously approved by the Issuer's board of directors.
- Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

**Remarks:**

Xiaodi Hou: By: /s/ James Mullen, Attorney-in-Fact  
 White Marble International  
 04/21/2021  
 04/21/2021

Limited, By: /s/ James Mullen,  
Attorney-in-Fact

\*\* 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.**