

OMB APPROVAL	
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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>Lu Cheng</u>			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) <b>President and CEO</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person			
<u>9191 TOWNE CENTRE DRIVE, STE 600</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	<u>SAN DIEGO</u>	<u>CA</u>	<u>92122</u>						
(City)	(State)	(Zip)							

**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	12/17/2021		M <sup>(1)</sup>		21,875	A	(1)	1,715,233	D	
Class A Common Stock	12/20/2021		s <sup>(2)</sup>		6,452	D	\$31.3421 <sup>(3)</sup>	1,708,781	D	
Class A Common Stock	12/20/2021		s <sup>(2)</sup>		2,684	D	\$31.8424 <sup>(4)</sup>	1,706,097	D	
Class A Common Stock	12/20/2021		M <sup>(1)</sup>		21,875	A	(1)	1,727,972	D	
Class A Common Stock	12/21/2021		s <sup>(2)</sup>		5,016	D	\$33.3249 <sup>(5)</sup>	1,722,956	D	
Class A Common Stock	12/21/2021		s <sup>(2)</sup>		3,378	D	\$34.0093 <sup>(6)</sup>	1,719,578	D	
Class A Common Stock								900,000	I	By LLC <sup>(7)</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
Restricted Stock Unit	(8)	12/17/2021		M			21,875	(8)	(8)	Class A Common Stock	21,875	(8)	196,875	D	
Restricted Stock Unit	(8)	12/20/2021		M			21,875	(8)	(8)	Class A Common Stock	21,875	(8)	175,000	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 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 \$30.78 to \$31.66, 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 to 6 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 \$31.75 to \$32.02, 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 \$32.75 to \$33.74, 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 \$33.75 to \$34.21, inclusive.
- The shares are held by Hickory Wood Grove LLC, a limited liability company incorporated in Delaware and deemed beneficially owned by the Reporting Person.
- Represents the settlement of vested RSUs. 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:**

/s/ Laura Donald - Attorney-in-Fact 12/21/2021

\*\* 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.

