

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>CHAO CHARLES GUOWEI</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 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		c ⁽¹⁾		31,433,464	A	(2)	31,433,464	I	By corporation ⁽³⁾
Common Stock	04/19/2021		j ⁽⁴⁾		31,433,464	D	(4)	0	I	By corporation ⁽³⁾
Class A Common Stock	04/19/2021		j ⁽⁴⁾		31,433,464	A	(4)	31,433,464	I	By corporation ⁽³⁾
Class A Common Stock	04/19/2021		s ⁽⁵⁾		6,756,756	D	\$40	24,676,708	I	By corporation ⁽³⁾

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				
Series A Convertible Preferred Stock	(2)	04/19/2021		C		3,295,726		(2)	(2)	Common Stock	3,295,726	(2)	0	I	By corporation ⁽³⁾
Series A-2 Convertible Preferred Stock	(2)	04/19/2021		C		1,146,117		(2)	(2)	Common Stock	1,146,117	(2)	0	I	By corporation ⁽³⁾
Series B-1 Convertible Preferred Stock	(2)	04/19/2021		C		5,080,000		(2)	(2)	Common Stock	5,080,000	(2)	0	I	By corporation ⁽³⁾
Series B-2 Convertible Preferred Stock	(2)	04/19/2021		C		3,000,000		(2)	(2)	Common Stock	3,000,000	(2)	0	I	By corporation ⁽³⁾
Series C Convertible Preferred Stock	(2)	04/19/2021		C		3,888,110		(2)	(2)	Common Stock	3,888,110	(2)	0	I	By corporation ⁽³⁾
Series D-1 Convertible Preferred Stock	(2)	04/19/2021		C		11,094,574		(2)	(2)	Common Stock	11,094,574	(2)	0	I	By corporation ⁽³⁾
Series E-1 Convertible Preferred Stock	(2)	04/19/2021		C		3,928,937		(2)	(2)	Common Stock	3,928,937	(2)	0	I	By corporation ⁽³⁾

1. Name and Address of Reporting Person* <u>CHAO CHARLES GUOWEI</u> _____ (Last) (First) (Middle) 9191 TOWNE CENTRE DRIVE, STE 600 _____ (Street) SAN DIEGO CA 92122 _____ (City) (State) (Zip)		
--	--	--

1. Name and Address of Reporting Person*

[SUN Dream Inc](#)

(Last) (First) (Middle)
[9191 TOWNE CENTRE DRIVE, STE 600](#)

(Street)
[SAN DIEGO CA 92122](#)

(City) (State) (Zip)

Explanation of Responses:

1. The total represents shares received upon conversion of shares of Series A Convertible Preferred Stock, Series A-2 Convertible Preferred Stock, Series B-1 Convertible Preferred Stock, Series B-2 Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D-1 Convertible Preferred Stock and/or Series E-1 Convertible Preferred Stock.
2. The reported security converted into the Issuer's Common Stock on a one-for-one basis automatically immediately prior to the closing of the issuer's initial public offering without payment of further consideration. The shares have no expiration date.
3. The shares are held by Sun Dream Inc., which is ultimately controlled by the Reporting Person.
4. 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.
5. These shares were sold by the reporting person as a selling stockholder pursuant to an underwritten public offering by the Issuer. The offering closed on April 19, 2021. The reported sale price reflects the price at which the reporting person sold shares to the underwriters.

Remarks:

[Charles Guowei Chao, By: /s/ James Mullen, Attorney-in-Fact](#) [04/21/2021](#)

[Sun Dream Inc, By: /s/ James Mullen, Attorney-in-Fact](#) [04/21/2021](#)

** 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.

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.