

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> (Last) (First) (Middle) 9191 TOWNE CENTRE DRIVE, SUITE 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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2022	
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			

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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	12/14/2022		A	3,425,000		(1)	(1)	Class A Common Stock	3,425,000	\$0.00	3,425,000	D	
Performance Stock Units	(2)	12/14/2022		A	3,425,000		(2)	(2)	Class A Common Stock	3,425,000	\$0.00	3,425,000	D	

Explanation of Responses:

- The Reporting Person was granted Restricted Stock Units ("RSUs") which represent a contingent right to receive one share of Class A Common Stock for each RSU. These RSUs are subject to a service-based vesting requirement, which shall vest in four equal annual installments beginning on November 10, 2023, provided that the Reporting Person remains in continuous service on each such vesting date.
- The Reporting Person was granted RSUs which represent a contingent right to receive one share of Class A Common Stock for each RSU. These RSUs are subject to both performance and service-based vesting requirements. The performance-based vesting requirements shall be satisfied if the Issuer's average closing price over a 60-day trailing period exceeds certain thresholds at any time on or before November 10, 2026 as follows: (a) 33% of the RSUs shall performance vest if such average closing price equals or exceeds \$10.00, (b) 33% of the RSUs shall performance vest if such average closing price equals or exceeds \$15.00, and (c) 33% of the RSUs shall performance vest if such average closing price equals or exceeds \$20.00. The service-based vesting requirements shall vest in four equal annual installments beginning on November 10, 2023, provided that the Reporting Person remains in continuous service on each such vesting date.

Remarks:

/s/ Xin Zhao, Attorney-in-Fact 12/16/2022

** 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.