

**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

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

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>Foy Sean</u>  (Last) (First) (Middle) <u>1915 HAYES LANE</u>  (Street) <u>SAN MARTIN CA 95046</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SHIFT TECHNOLOGIES, INC. [ SFT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><b>Chief Operating Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/21/2022</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	11/21/2022		F		19,876 <sup>(1)</sup>	D	\$0.3177	408,399	D	

**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					

**Explanation of Responses:**

1. Represents shares withheld by the Company to satisfy tax withholding obligations in connection with the vesting of restricted stock units granted to the reporting person. The number of shares of Class A Common Stock withheld was determined based on the closing price of the Company's Class A Common Stock on November 21, 2022.

**Remarks:**

Exhibit 24 - Power of Attorney

/s/ Jason Curtis, attorney-in-fact for Sean Foy 11/21/2022

\*\* 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.

POWER OF ATTORNEY

Know all by these presents, that I hereby constitute and appoint Jeffrey Clementz, Oded Shein, and Jason Curtis my true and lawful attorneys-in-fact in my name, place and stead, to:

1. prepare, execute for and on behalf of the undersigned, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID (inc...
2. execute for me and on my behalf, in my capacity as an officer and/or director of Shift Technologies, Inc., Forms 3, 4 or 5 in accordance with...
3. complete and execute for and on behalf of the undersigned, one or more Forms 144 under the Securities Act of 1933, as amended, as and when...
4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such F...
5. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of bene...

I hereby grant to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, neces...

This Power of Attorney shall remain in full force and effect until I am no longer required to file Forms 3, 4 and 5 with respect to my holding the date hereof, any Power of Attorney previously granted by me concerning the subject matter hereof is hereby revoked.

IN WITNESS WHEREOF, I have signed this Power of Attorney on November 9, 2022.

/s/ Sean Foy