

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>Foy Sean</u> <hr/> (Last) (First) (Middle) C/O SHIFT TECHNOLOGIES, INC. 2525 16TH STREET, SUITE 316 <hr/> (Street) SAN FRANCISCO CA 94103 <hr/> (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) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 11/25/2020	
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			
Class A Common Stock	11/25/2020	11/25/2020	P		12,500	A	\$8.098 ⁽¹⁾	138,301 ⁽²⁾	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		Date Exercisable	Expiration Date					

Explanation of Responses:

- Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$8.05 - \$8.10. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares purchased at each separate price.
- Includes 17,949 shares held in escrow ("Additional Shares"). If the reported closing sale price of the company's common stock does not exceed \$12.00 per share for 20 out of any 30 consecutive trading days during the first 12 months following October 13, 2020, which we refer to as the First Threshold, then fifty percent (50%) of the Additional Shares will be returned to the company (and either placed into treasury or retired, in the discretion of the company). If the First Threshold is reached, such Additional Shares will be released from escrow. If the reported closing sale price of our common stock does not exceed \$15.00 per share for 20 out of any 30 consecutive trading days during the first 30 months following October 13, 2020, which we refer to as the Second Threshold, then fifty percent (50%) of the Additional Shares will be returned to the company (and either placed into treasury or retired, in the discretion of the company). If the Second Threshold is reached, such Additional Shares will be released from escrow.

Remarks:

Chief Operating Officer

/s/ Amanda Bradley, attorney-in-fact for Sean Foy 11/25/2020

** 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.