

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>SKINNER JAMES E</u>  (Last) (First) (Middle) C/O SHIFT TECHNOLOGIES, INC. 290 DIVISION STREET SUITE 400  (Street) SAN FRANCISCO CA 94103  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/09/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	12/09/2022		A		181,751 <sup>(1)(2)</sup>	A	\$0	181,751	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:**

- Received in exchange for 257,714 shares of Class A common stock of CarLotz, Inc. ("CarLotz") pursuant to the terms of the Agreement and Plan of Merger, dated as of August 9, 2022 (the "Merger Agreement"), by and among CarLotz, Shift Technologies, Inc. (the "Issuer") and Shift Remarketing Operations, Inc. ("Merger Sub"), pursuant to which, on December 9, 2022 (the "Effective Time"), among other things, CarLotz was merged with and into Merger Sub, with CarLotz surviving as a wholly owned subsidiary of the Issuer (the "Merger").
- (Continued from Footnote 1) In accordance with the terms of the Merger Agreement, at the Effective Time of the Merger, each issued and outstanding share of Class A Common Stock of CarLotz (other than shares of CarLotz Common Stock held in treasury by CarLotz and not on behalf of a third party) (the "CarLotz Common Stock") was converted automatically into the right to receive 0.705241 (the "Exchange Ratio") of a duly authorized, validly issued, fully paid and nonassessable share of Class A common stock of the Issuer (the "Issuer Common Stock"), rounded up to the nearest whole share for any fractional share of Issuer Common Stock that would be issued to any holder of CarLotz Common Stock after aggregating all fractional shares of Issuer Common Stock that would otherwise be received by such holder resulting from the calculation.

**Remarks:**

Jason Curtis, Attorney-in-fact 12/09/2022  
for James E. Skinner

\*\* 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.

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