

OMB APPROVAL	
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**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>Arison George</u> (Last) (First) (Middle) C/O SHIFT TECHNOLOGIES, INC. 2525 16TH STREET, SUITE 316 (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks		
			3. Date of Earliest Transaction (Month/Day/Year) 02/02/2021					
			4. If Amendment, Date of Original Filed (Month/Day/Year) 02/03/2021			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	02/02/2021		A <sup>(1)</sup>		2,283,204 <sup>(2)</sup>	A	\$0	2,996,746 <sup>(3)</sup>	D	
Class A Common Stock								132,473 <sup>(4)</sup>	I	Held by IGA Holdings, LLC
Class A Common Stock								204,769 <sup>(5)</sup>	I	Held by Irakly George LLC

**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					
Performance Stock Units	(6)	02/02/2021		A		761,068		(6)	(6)	Class A Common Stock	\$0	761,068	D	

**Explanation of Responses:**

- Represents a grant of Restricted Stock Units ("RSUs"). Each RSU represents a contingent right to receive one share of Class A common stock, par value \$0.0001 per share, of Shift Technologies, Inc. (the "Company"). These RSUs were reported in Table II in the original Form 4 filing. This amendment is being filed to report these RSUs in Table I.
- The RSUs vest quarterly over the four-year period commencing October 13, 2020, subject to continued employment with the Company or an affiliate of the Company.
- Includes 106,086 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, then 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 such 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, then 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 such threshold is reached, such Additional Shares will be released from escrow.
- Includes 18,901 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, then 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 such 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, then 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 such threshold is reached, such Additional Shares will be released from escrow.
- Includes 29,216 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, then 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 such 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, then 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 such threshold is reached, such Additional Shares will be released from escrow.
- Represents a grant of Performance Stock Units ("PSUs"). Each PSU represents a contingent right to receive one share of Class A common stock, par value \$0.0001 per share, of the Company. The PSUs vest quarterly over the two-year period commencing on October 13, 2022, subject to the achievement of the applicable pre-determined performance target for the applicable performance year and the continued employment with the Company or an affiliate of the Company (subject to certain exceptions for termination without cause or for good reason as described in the award agreement). Vested PSUs are settled during the first open trading window of the Company following each calendar quarter.

**Remarks:**

Co-Chief Executive Officer and Chairman of the Board.

/s/ Amanda Bradley, attorney-in-fact for George Arison 02/04/2021

\*\* 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.

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