

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Arison George</u> (Last) (First) (Middle) C/O SHIFT TECHNOLOGIES, INC. 2525 16TH STREET, SUITE 310 (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) 05/27/2021	
	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 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	05/27/2021		P		10,008	A	\$7.1159 ⁽¹⁾	3,006,754 ⁽²⁾	D	
Class A Common Stock	05/27/2021		S		8 ⁽³⁾	D	\$7.1417	3,006,746 ⁽²⁾	D	
Class A Common Stock								132,473 ⁽⁴⁾	I	Held by IGA Holdings, LLC
Class A Common Stock								204,769 ⁽⁵⁾	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					

Explanation of Responses:

- Price reported constitutes the average weighted price of shares purchased. Shares were purchased at varying prices in the range of \$7.0899 - \$7.1450. 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 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.
- The reporting person's sale of 8 shares reported herein was matchable under Section 16(b) of the Securities Exchange Act with the reporting person's purchase of 8 shares at a price of \$7.0899 reported herein. The reporting person voluntarily agreed to disgorge the amount of \$0.42 to the Company on June 1, 2021, representing the maximum calculable profit realized in connection with the short-swing transaction.
- 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.

Remarks:

Co-Chief Executive Officer and Chairman of the Board.

/s/ Jennifer Gaines, attorney-in-fact for George Arison 06/01/2021

** Signature of Reporting Person Date

* 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.