

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>Russell Tobias</u> (Last) (First) (Middle) <u>C/O SHIFT TECHNOLOGIES, INC.</u> <u>290 DIVISION STREET SUITE 400</u> (Street) <u>SAN FRANCISCO CA 94103</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2022</u>	
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	02/01/2022 ⁽¹⁾		D ⁽²⁾		1,141,602	D	\$0	1,920,207	D	
Class A Common Stock	02/24/2022		F ⁽³⁾		474,375	D	\$1.88	1,445,832	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					
Performance Stock Units	(4)	02/01/2022 ⁽¹⁾		D			761,068 ⁽²⁾	(4)	(4)	Class A Common Stock	761,068	0	D	

Explanation of Responses:

- Forfeitures of restricted stock awards by the reporting person on February 1, 2022 are being reported late due to an administrative oversight.
- Represents the forfeiture of unvested restricted stock awards in connection with the reporting person's previously announced resignation as the Company's Co-Chief Executive Officer effective on February 1, 2022.
- 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 February 24, 2022.
- 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:

/s/ George Arison, attorney-in-fact for Tobias Russell 02/28/2022

** 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.