

TUSIMPLE HOLDINGS INC.

Reported by
LU CHENG

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/14/21 for the Period Ending 09/10/21

Address	9191 TOWNE CENTRE DRIVE, SUITE 600 SAN DIEGO, CA, 92122
Telephone	(619) 916-3144
CIK	0001823593
Symbol	TSP
SIC Code	7373 - Services-Computer Integrated Systems Design
Industry	Aerospace & Defense
Sector	Industrials
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Lu Cheng		TuSimple Holdings Inc. [TSP]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ See Remarks	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
9191 TOWNE CENTRE DRIVE, STE 600		9/10/2021			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SAN DIEGO, CA 92122				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/10/2021		M ⁽¹⁾		108334	A	(1)	1702176	D	
Class A Common Stock	9/10/2021		S ⁽²⁾		20588	D	\$40.1728 ⁽³⁾	1681588	D	
Class A Common Stock	9/10/2021		S ⁽²⁾		12091	D	\$41.1863 ⁽⁴⁾	1669497	D	
Class A Common Stock	9/10/2021		S ⁽²⁾		10955	D	\$42.4882 ⁽⁵⁾	1658542	D	
Class A Common Stock	9/14/2021		S ⁽²⁾		38325	D	\$39.1636 ⁽⁶⁾	1620217	D	
Class A Common Stock	9/14/2021		S ⁽²⁾		5398	D	\$39.9209 ⁽⁷⁾	1614819	D	
Class A Common Stock								900000	I	By LLC ⁽⁸⁾

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	⁽⁹⁾	9/10/2021		M		108334		⁽⁹⁾	⁽⁹⁾	Class A Common Stock	108334	⁽⁹⁾	350000	D	

Explanation of Responses:

- The Reporting Person received Restricted Stock Units ("RSUs") that represent a contingent right to receive one share of Class A Common Stock for each RSU upon the satisfaction of applicable vesting conditions. The shares were issued pursuant to vested RSUs.
- The sales reported represent shares of Class A Common Stock required to be sold by the Reporting Person to cover tax withholding obligations in connection with the previously reported vesting and settlement of RSUs. These sales are mandated by the issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and do not represent discretionary trades by the Reporting Person.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$39.78 to \$40.78, inclusive. The Reporting Person undertakes to provide to the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range(s) set forth in footnotes 3 through 7 of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$40.79 to \$41.77, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$41.92 to \$42.70, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$38.58 to \$39.58, inclusive.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices within the range of \$39.59 to \$40.36,

inclusive.

- (8) The shares are held by Hickory Wood Grove LLC, a limited liability company incorporated in Delaware and beneficially owned by the Reporting Person.
- (9) Represents the settlement of a vested RSU. The Reporting Person was previously granted RSUs that represent a contingent right to receive one share of Class A Common Stock for each RSU. The RSUs are subject to a service-based vesting requirement, which shall be satisfied over a three-year period. 30% of the RSUs vested on June 30, 2020 and 8.75% of the RSUs shall vest each quarter thereafter, subject to the Reporting Person's continuous service with the issuer.

Remarks:

President and Chief Executive Officer

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lu Cheng 9191 TOWNE CENTRE DRIVE, STE 600 SAN DIEGO, CA 92122	X		See Remarks	

Signatures

/s/ Laura Donald - Attorney-in-Fact

9/14/2021

**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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