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August 19, 2016

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Federal Election Commission  
Jeff S. Jordan, Assistant General Counsel  
Office of Complaints Examination  
and Legal Administration  
999 E. Street, NW  
Washington, DC 20463

**Re: MUR 7092**

Dear Mr. Jordan:

We represent Upwork Global Inc. ("Upwork") in response to a complaint filed in Matter Under Review 7092 (the "Complaint"). Upwork is a platform through which organizations can locate and hire top independent, freelance professionals to perform web and mobile development, content writing, creative design work, and many other professional services.<sup>1</sup>

The Complaint essentially alleges no more than that the subject of the Complaint used Upwork to engage freelance service providers. Because the Complaint alleges no facts that, even if true, would amount to a violation of the Federal Election Campaign Act of 1971, as amended, (the "Act") or Federal Election Commission ("FEC" or "Commission") regulations by Upwork, the Commission must find no reason to believe a violation occurred and immediately dismiss the Complaint with respect to Upwork. *See* 11 C.F.R. § 111.4(d)(3). Simply put, there is no basis to include Upwork as a respondent in this matter.

The Complaint alleges that a political committee named Socially Responsible Government (the "PAC") may have violated the Act by engaging in an "unauthorized use of a candidate's name," the "fraudulent solicitation of funds," or "misuse of committee funds and accounts." Regardless of the validity of any of these claims, there is no actual allegation that Upwork violated any law, or specifically, any provision of the Act. The only references to Upwork in the Complaint are to note that the PAC has reported making several disbursements to Upwork and to question whether the PAC should have included more detail regarding these payments on its reports filed with the Commission. On its reports, the PAC reported making several disbursements to Upwork with "Contractors" listed as the "Purpose of Disbursement."<sup>2</sup> The Commission's regulations requiring a political committee to itemize certain of its disbursements and specifying what information must be included on a committee's reports only apply to the reporting committee itself.<sup>3</sup> A

<sup>1</sup> For more information on how the Upwork platform works, *see* <https://www.upwork.com/i/howitworks/client/>.

<sup>2</sup> *See, e.g.,* Socially Responsible Government, July 15 Quarterly Report (July 15, 2016) at 94, *available at* <http://docquery.fec.gov/pdf/758/201607159020651758/201607159020651758.pdf>.

<sup>3</sup> *See* 11 C.F.R. 104.3(b)(3).

Jeff S. Jordan  
August 19, 2016  
Page 2

recipient of a disbursement from a political committee, a vendor for example, has no reporting obligations and no responsibility or liability under the Act for the Committee's compliance with its own reporting and recordkeeping obligations.<sup>4</sup> While the Complaint alleges that the PAC should have included more detail on its FEC reports, these claims do not amount to an allegation that Upwork itself committed a violation of the Act.

Pursuant to the above, the FEC must dismiss this Complaint with respect to Upwork under the standards it has established for evaluating allegations. A complaint must "contain a clear and concise recitation of the facts which describe a violation of a statute or regulation over which the Commission has jurisdiction." 11 C.F.R. § 111.4(d)(3). This Complaint does not meet that standard with regard to Upwork. Where an evidentiary showing fails to provide "a sufficiently specific allegation . . . so as to warrant a focused investigation that can prove or disprove the charge," the complaint must be dismissed. *See* Statement of Reasons, Matter Under Review 4960 (Dec. 21, 2000). Similarly, unwarranted legal conclusions and mere speculation should not be credited. Statement of Reasons, Matter Under Review 5141 (Apr. 17, 2002). As the Complaint fails to provide a specific allegation that would amount to a violation of the law by Upwork, the Commission should, as it has in the past when faced with similar claims, conclude that "the complaint does not meet the threshold for finding reason to believe" any violation occurred and immediately dismiss Upwork from this matter. First General Counsel's Report, Matter Under Review 5304 (Jan. 21, 2004) at 9.

We respectfully request the Commission promptly find no reason to believe Upwork committed any violation of the Act and dismiss the matter with respect to Upwork immediately.

We appreciate the Commission's consideration of this response.

Very truly yours,



Graham M. Wilson  
Counsel to Upwork Global Inc.

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<sup>4</sup> *See, e.g.*, FEC Adv. Op. 2012-28 (CTIA - The Wireless Association) at 6 (advising that political committees are "solely responsible" for ensuring compliance with the Act and Commission regulations, including recordkeeping obligations).