

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person * DELTA AIR LINES, INC. (Last) (First) (Middle) 1030 DELTA BOULEVARD, DEPT 981 (Street) ATLANTA, GA 30320-6001 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/13/2021	3. Issuer Name and Ticker or Trading Symbol Wheels Up Experience Inc. [UP]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year)
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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	52,000,995 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Earnout Shares	(2)	(2)	Class A Common Stock	2,308,546	\$ (3)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELTA AIR LINES, INC. 1030 DELTA BOULEVARD DEPT 981 ATLANTA, GA 30320-6001		X		

Signatures

/s/ Peter W. Carter, Executive Vice President and Chief Legal Officer of Delta Air Lines, Inc.	07/22/2021
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) See Reporting Person's Schedule 13D filed with U.S. Securities and Exchange Commission on July 22, 2021 for transaction details associated with these shares.

Pursuant to that certain Agreement and Plan of Merger, dated as of February 1, 2021, as subsequently amended (the "Merger Agreement"), by and among the Issuer (prior to its domestication and renaming), Wheels Up Partners Holdings LLC, a Delaware limited liability company, and certain other parties, subject to achievement by the Issuer's

(2) Class A Common Stock of certain dollar volume-weighted average prices at any time during the five years following the Closing (as defined in the Merger Agreement), the Reporting Person will be entitled to up to 2,308,546 additional shares of Class A Common Stock of the Issuer. The Reporting Person's right to receive these additional shares became fixed and irrevocable on July 13, 2021, the effective date of the merger.

(3) None.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.