

# UPSIDE DOWN

Words and Music by  
NILE RODGERS and BERNARD EDWARDS

Moderate Disco beat

Gm7 3fr. C F Gm7 3fr. B $\flat$  C F Gm7 3fr.

I said,

Gm7 3fr. C F Gm7 3fr.

up - side down you're turn - in' me. You're giv - in' love in - stinc - tive - ly.

B $\flat$  C F Gm7 3fr.

Round and round you're turn - in' me.

Gm7 C F Gm7 B $\flat$  C

Up - side down, boy, you turn me in - side out and

F Gm7 C F Gm7

round and round. Up - side down, boy, you turn me

B $\flat$  C F Gm7 G $\sharp$ m7 Am7

in - side out and round and round. In -

B $\flat$ m7

stinc - tive - ly you give to me the love that I need. I  
know you got charm and ap - peal. You al - ways play the field. I'm

cher - ish the mo - ments with you. Re -  
 cra - zy to think you're all mine. As

spect - ful - ly I say to thee I'm a - ware that you're cheat - in', but  
 long as the sun con - tin - ues to shine, there's a

no one makes me feel like you do.  
 place in my heart for you. That's the bot - tom line.

Gm7 C F Gm7 Bb C

Up - side down, boy, you turn me in - side out and

F Gm7 C F Gm7

round and round. — Up - side down, boy, you turn — me —

To Coda

Bb C F Gm7

in - side out and round and round. — I

2.

D.S. (lyric 1) at Coda

G#m7 Am7

In -

Coda

F Gm7

round and round. —

Gm7 C F Gm7 B7 C

Up - side down, boy, you turn — me — in - side out and

F Gm7 3fr. C 0 0 F Gm7 3fr.

round and round. — Up - side down, boy, you turn — me —

Bb C 0 0 F Gm7 3fr.

in - side out and round, — round. —

*Repeat and fade*

Gm7 3fr. C 0 0 F Gm7 3fr.

Up - side down you're turn - in' me. You're giv - in' love — in - stinc - tive - ly. —

Bb C 0 0 F Gm7 3fr.

Round and round you're turn - in' me. I say to thee — re - spect - ful - ly: —