Intro: (4 measures)

Come fly with me in an upside down world, there's so many strange things to see

There's upside down people who walk down the street,

With upside-down shoes on their upside down feet

In an upside-down world, in an upside-down world

It's fun to be in an upside-down world, there's fish that fall out of the sea

There's upside down clocks that make everyone late

Upside down food that won't stay on your plate

In an upside-down world, in an upside-down world
There’s upside-down everything all over town, it all looks so funny that I’ve got to frown

‘Cause a frown is a smile when you turn upside down

In an upside-down (what-side down?) whoops-side-down, upside-down world

Instrumental verse

There’s upside-down everything all over town, it all looks so funny that I’ve got to frown

‘Cause a frown is a smile when you turn upside down

In an upside-down (what-side down?) whoops-side-down, upside-down world

In an upside-down (what-side down?) whoops-side-down, upside-down world
INTRO:  Dm (4 measures)

Dm          Gm     A7      Dm
Come fly with me in an upside down world, there's so many strange things to see
          Gm     C7     F      Dm
There's upside down people who walk down the street
          Gm     A7     Dm
With upside-down shoes on their upside down feet
          E7b9   E7     A7     Dm
In an upside-down world, in an upside-down world

Dm          Gm     A7      Dm
It's fun to be in an upside-down world, there's fish that fall out of the sea
          Gm     C7     F      Dm
There's upside down clocks that make everyone late
          Gm     A7     Dm
Upside down food that won't stay on your plate
          E7b9   E7     A7     Dm
In an upside-down world, in an upside-down world

C7          F
There's upside-down everything all over town
          A7      Dm
It all looks so funny that I've got to frown
          Dm     D7     Gm     Abdim
‘Cause a frown is a smile when you turn upside down
          Dm     A7      Dm
In an upside-down (what-side down?) whoops-side-down, upside-down world

INSTRUMENTAL VERSE

C7          F
There’s upside-down everything all over town
          A7      Dm
It all looks so funny that I’ve got to frown
          Dm     D7     Gm     Abdim
‘Cause a frown is a smile when you turn upside down
          Dm     A7      Dm
In an upside-down (what-side down?) whoops-side-down, upside-down world

Dm          A7
In an upside-down (what-side down?) whoops-side-down, upside-down world