

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Brown Gregory Scott</u> _____ (Last) (First) (Middle) <u>C/O UDEMY, INC.</u> <u>600 HARRISON STREET, 3RD FLOOR</u> _____ (Street) <u>SAN FRANCISCO CA 94107</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Udemy, Inc. [UDMY]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Udemy Business</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2022</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			
Common Stock	08/06/2022		A		175,000 ⁽¹⁾	A	(2)	473,293	D	
Common Stock	08/06/2022		A		750,000 ⁽³⁾	A	(2)	1,223,293	D	

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: 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				
Employee Stock Option (right to buy)	\$11.13	08/06/2022		D			925,000	(4)(5)	11/22/2030	Common Stock	925,000	(2)	175,000	D	

Explanation of Responses:

- Represents restricted stock units ("RSUs") granted pursuant to the Issuer's 2021 Equity Incentive Plan. The RSUs will vest in full on Nov 15, 2022.
- On August 6, 2022, pursuant to the issuer's equity exchange program (announced July 11, 2022), the issuer canceled an option for 925,000 shares of the issuer's common stock granted to the reporting person on November 23, 2020. Pursuant to the equity exchange program, the reporting person received restricted stock units covering 100,000 shares of the issuer's common stock.
- Represents restricted stock units ("RSUs") granted pursuant to the Issuer's 2021 Equity Incentive Plan. 390,625 of the RSUs will vest on Nov 15, 2022; 46,875 RSUs will vest each quarter in 2023 and 57,292 will vest each quarter in 2024.
- 750,000 shares underlying this option vest as follows: one-fourth of the shares will vest on November 2, 2021 and the remaining shares will vest monthly in equal installments thereafter.
- 175,000 shares underlying this option vested in full on February 3, 2022 upon the achievement of the applicable performance conditions.

Remarks:

/s/ Sarah Tian, Attorney-in-Fact 08/09/2022

** 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.

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 Number.