

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

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Raje Prasad</u> <hr/> (Last) (First) (Middle) C/O UDEMY, INC. 600 HARRISON STREET, 3RD FLOOR <hr/> (Street) SAN FRANCISCO CA 94107 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/14/2023	3. Issuer Name and Ticker or Trading Symbol <u>Udemy, Inc. [UDMY]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Product Officer	5. 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 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)
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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: 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			

Explanation of Responses:

Remarks:

No securities are beneficially owned.

/s/ Daniel Horwood, Attorney-in-Fact 08/17/2023

** 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 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).

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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of **Udemy, Inc.** (the “**Company**”), hereby constitutes and appoints:

1. Ken Hirschman, Daniel Horwood and Barbara Gunnufson of the Company and James Babikian and Andrew Chew of Wilson Sonsini Goodrich & Rosati, Professional Corporation, each the undersigned’s true and lawful attorneys-in-fact, to prepare on the undersigned’s behalf, and submit to the Securities and Exchange Commission (the “**SEC**”) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC; and


2. The General Counsel, the Director, Equity Management and any Associate General Counsel of the Company, and each of the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, P.C., each the undersigned’s true and lawful attorneys-in-fact and each with full power of substitution and resubstitution, to complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned’s ownership, acquisition or disposition of securities of the Company.

The undersigned further authorizes each of the said attorneys-in-fact to do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other persons or agencies as any such attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of August, 2023.

Signature: _____ /s/ Prasad Raje  _____
Print Name: _____ Prasad Raje _____

Certificate Of Completion

Envelope Id: 433E6D2EAC94DB1A56C83EBF67FE7D4	Status: Completed
Subject: Complete with DocuSign: Udemy- Form Section 16 Power of Attorney. (Raje 8 15 23).pdf	
Source Envelope:	
Document Pages: 1	Signatures: 1
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
EnvelopeId Stamping: Enabled	Barbara Gunnufson
Time Zone: (UTC-08:00) Pacific Time (US & Canada)	600 Harrison St Floor 3
	San Francisco, CA 94107
	barbara.gunnufson@udemy.com
	IP Address: 4.28.98.34

Record Tracking

Status: Original	Holder: Barbara Gunnufson	Location: DocuSign
8/16/2023 2:09:52 PM	barbara.gunnufson@udemy.com	

Signer Events

Prasad Raje
 prasad.raje@udemy.com
 Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

 Prasad Raje
 F4877F479F1D4E...
 Signature Adoption: Pre-selected Style
 Using IP Address: 38.102.153.66

Timestamp

Sent: 8/16/2023 2:11:42 PM
 Viewed: 8/16/2023 2:51:36 PM
 Signed: 8/16/2023 2:52:21 PM

Electronic Record and Signature Disclosure:
 Accepted: 8/16/2023 2:51:36 PM
 ID: 6b295141-6da4-4ea0-b167-524800d04885

In Person Signer Events	Signature	Timestamp
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Editor Delivery Events	Status	Timestamp
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Agent Delivery Events	Status	Timestamp
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Intermediary Delivery Events	Status	Timestamp
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Certified Delivery Events	Status	Timestamp
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Carbon Copy Events	Status	Timestamp
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Dan Horwood
 daniel.horwood@udemy.com
 Security Level: Email, Account Authentication (None)

COPIED

Sent: 8/16/2023 2:11:43 PM
 Viewed: 8/16/2023 2:18:34 PM

Electronic Record and Signature Disclosure:
 Not Offered via DocuSign

Witness Events	Signature	Timestamp
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Notary Events	Signature	Timestamp
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Envelope Summary Events	Status	Timestamps
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Envelope Sent	Hashed/Encrypted	8/16/2023 2:11:43 PM
Certified Delivered	Security Checked	8/16/2023 2:51:36 PM
Signing Complete	Security Checked	8/16/2023 2:52:21 PM
Completed	Security Checked	8/16/2023 2:52:21 PM

Payment Events	Status	Timestamps
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Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none"> •Allow per session cookies •Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

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