Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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STATEMENT (OF	CHANGES	IN	BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Schechtman Natalie			uer Name and Tick <u>my, Inc.</u> [UD	•	Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First)	(Middle)		e of Earliest Transa 4/2024	action (Month/	Day/Year)		Officer (give title below)	Other below	(specify)
C/O UDEMY, INC. 600 HARRISON STREET, 3RD FLOOR			4. If A	mendment, Date of	f Original Fileo	l (Month/Day/Year)	6. Indiv Line)	idual or Joint/Grou Form filed by On		
(Street) SAN								Form filed by Mo Person	re than One Re	porting
FRANCISCO	CA	94107	Rule	Rule 10b5-1(c) Transaction Indication						
(City)	(State)	(Zip)		Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security	y (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction	4. Securities Acquired (A Disposed Of (D) (Instr. 3		5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial

	(Month/Day/Year)	if any (Month/Day/Year)	Code (8)	Instr.	5)		Beneficially Owned Following Reported	(I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(11150. 4)
Common Stock	06/04/2024		Α		23,427(1)	A	\$ <mark>0</mark>	66,181	D	

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

1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature 2 Date Conversion or Exercise Transaction Code (Instr. Expiration Date (Month/Day/Year) Derivative Execution Date, Amount of Derivative derivative Ownership of Indirect (Month/Day/Year) if any Derivative Security Securities Security Securities Form: Beneficial Direct (D) or Indirect (I) (Instr. 4) (Instr. 3) Price of Derivative (Month/Day/Year) 8) Securities Underlying Derivative (Instr. 5) Beneficially Ownership Acquired Owned (Instr. 4) Security (Instr. 3 and 4) Security (A) or Following Disposed of (D) (Instr. 3, 4 Reported Transaction(s) (Instr. 4) and 5) Amount or Number Date Expiration Code v (A) (D) Exercisable Date Title Shares

Explanation of Responses:

1. Represents the grant of Restricted Stock Units (RSUs) for Board and Committee service under the Udemy, Inc. Outside Director Compensation Policy. The RSUs will fully vest on the earlier of (i) the date of the next annual meeting of stockholders of the Issuer following today or (ii) on the one year anniversary of the grant date, subject to the reporting person's continuous service with the issuer.

Remarks:

/s/ Daniel Horwood, Attorney-06/05/2024

in-Fact

** 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.