
**UNITED STATES
SECURITIES & EXCHANGE COMMISSION**
Washington D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.1 - Exit Filing)*

Udemy, Inc.
(Name of Issuer)

Common Stock, \$0.00001 par value
(Title of Class of Securities)

902685106
(CUSIP Number)

December 31, 2022
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Stripes Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION A Delaware limited liability company.	
Number of Shares Beneficially Owned By Each Reporting Person With	5	SOLE VOTING POWER -0- (See Item 4)
	6	SHARED VOTING POWER 3,451,905 (See Item 4)
	7	SOLE DISPOSITIVE POWER -0- (See Item 4)
	8	SHARED DISPOSITIVE POWER -0- (See Item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,451,905 (See Item 4)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.44% (1) (See Item 4)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Based on 141,322,356 shares of common stock issued and outstanding as of October 26, 2022, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on November 2, 2022.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Stripes III, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION A Delaware limited partnership.	
Number of Shares Beneficially Owned By Each Reporting Person With	5	SOLE VOTING POWER 3,451,905 (See Item 4)
	6	SHARED VOTING POWER -0- (See Item 4)
	7	SOLE DISPOSITIVE POWER 3,451,905 (See Item 4)
	8	SHARED DISPOSITIVE POWER -0- (See Item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,451,905 (See Item 4)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.44% (1) (See Item 4)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

(1) Based on 141,322,356 shares of common stock issued and outstanding as of October 26, 2022, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on November 2, 2022.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Stripes GP III, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION A Delaware limited liability company.	
Number of Shares Beneficially Owned By Each Reporting Person With	5	SOLE VOTING POWER 3,451,905 (See Item 4)
	6	SHARED VOTING POWER -0- (See Item 4)
	7	SOLE DISPOSITIVE POWER 3,451,905 (See Item 4)
	8	SHARED DISPOSITIVE POWER -0- (See Item 4)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,451,905 (See Item 4)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.44% (1) (See Item 4)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Based on 141,322,356 shares of common stock issued and outstanding as of October 26, 2022, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on November 2, 2022.

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Kenneth A. Fox	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
Number of Shares Beneficially Owned By Each Reporting Person With	5	SOLE VOTING POWER 3,451,905 (See Item 4)
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER 3,451,905 (See Item 4)
	8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,451,905 (See Item 4)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input checked="" type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.44% (1) (See Item 4)	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

(1) Based on 141,322,356 shares of common stock issued and outstanding as of October 26, 2022, as reported in the Issuer's quarterly report on Form 10-Q filed with the SEC on November 2, 2022.

Item 1.**(a) Name of Issuer:**

Udemy, Inc. (“Issuer”)

(b) Address of Issuer’s Principal Executive Offices:

600 Harrison Street, 3rd Floor
San Francisco, California 94107

Item 2.**(a) Name of Person Filing:**

(i) Stripes III, LP is a Delaware limited partnership (“Stripes III”). Stripes GP III, LLC (“Stripes GP III”), the general partner of Stripes III, has sole voting and dispositive power over the shares held by Stripes III and voting decisions with respect to such shares are made by Stripes Holdings, LLC (“Stripes Holdings”), as the managing member of Stripes GP III. Kenneth A. Fox, a member of the Issuer’s board of directors, is the managing member of Stripes Holdings and may be deemed to have sole voting and dispositive control over such shares.

(ii) Stripes GP III is the general partner of Stripes III and has sole voting and dispositive power over the shares held by Stripes III.

(iii) Stripes Holdings is the managing member of Stripes GP III and has voting power over the shares held by Stripes III.

(iv) Kenneth A. Fox (together with Stripes III, Stripes GP III and Stripes Holdings, the “Reporting Persons”) is the managing member of Stripes Holdings, which is the managing member of Stripes GP III, which is the general partner of Stripes III. Mr. Fox may be deemed to have sole voting and dispositive control over the shares held by Stripes III.

(b) Address of Principal Business Office or, if none, Residence:

The principal business office of each of the Reporting Persons is:

c/o Stripes, LLC
40 10th Avenue
New York, NY 10014

(c) Citizenship:

Stripes III is a Delaware limited partnership. Each of Stripes GP III and Stripes Holdings is a Delaware limited liability company. Kenneth A. Fox is a citizen of the United States.

(d) Title of Class of Securities:

Common Stock, \$0.00001 par value (“Shares”), of the Issuer.

(e) CUSIP Number:

902685106

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C.78o)
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership.

The following information is provided as of December 31, 2022:

(a)-(c) The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages which relate to the beneficial ownership of the Shares of the Issuer, as of December 31, 2022, are incorporated herein by reference. Stripes III holds 3,451,905 Shares. As general partner of Stripes III, Stripes GP III has sole voting and dispositive power over the shares held by Stripes III. As managing member of Stripes GP III, Stripes Holdings is deemed to share in the voting power over the shares held by Stripes III. Mr. Fox is the managing member of Stripes Holdings and may be deemed to have sole voting and dispositive control over the shares held by Stripes III.

Stripes III acquired Shares of the Issuer in several installments between May 19, 2015 and August 27, 2020. The Shares were registered in an initial public offering that occurred on October 29, 2021.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of members of the Group.

Stripes III is, together with Norwest Venture Partners XII, LP, entities affiliated with Insight Partners, entities affiliated with MHS Capital, entities affiliated with MIH Edtech Investments B.V., and Eren Bali, a member of the Issuer's board of directors and one of the co-founders (collectively, the "Other Parties"), party to an investors' rights agreement, as amended (the "Investors' Rights Agreement"), with respect to their respective investments in the Issuer. The share ownership reported for the filing persons reporting on this Schedule 13G does not include any shares owned by the Other Parties or any other party to the Investors' Rights Agreement, except to the extent already disclosed in this Schedule 13G. Each of the filing persons reporting on this Schedule 13G disclaims beneficial ownership of any shares of the Issuer's common stock owned by the Other Parties or any other party to the Investors' Rights Agreement, except to the extent already disclosed in this Schedule 13G.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of Stripes III, Stripes GP III, Stripes Holdings and Kenneth A. Fox certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2023

STRIPES III, LP

By: Stripes GP III, LLC; its general partner

By: Stripes Holdings, LLC; its managing member

By: /s/ Kenneth A. Fox

Name: Kenneth A. Fox

Title: Member

STRIPES GP III, LLC

By: Stripes Holdings, LLC; its managing member

By: /s/ Kenneth A. Fox

Name: Kenneth A. Fox

Title: Member

STRIPES HOLDINGS, LLC

By: /s/ Kenneth A. Fox

Name: Kenneth A. Fox

Title: Member

/s/ Kenneth A. Fox

Kenneth A. Fox