

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <u>Norwest Venture Partners XII, LP</u>  (Last) (First) (Middle) 525 UNIVERSITY AVENUE, #800  (Street) PALO ALTO CA 94301  (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 <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/02/2021	
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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	11/02/2021		C		11,552,940	A	(1)(2)	12,458,934	I	See footnote <sup>(3)</sup>

**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				
Series C Convertible Preferred Stock	(1)	11/02/2021		C		10,134,082		(1)	(1)	Common Stock	10,134,082	(1)	0	I	See footnote <sup>(3)</sup>
Series D Convertible Preferred Stock	(2)	11/02/2021		C		1,418,858		(2)	(2)	Common Stock	1,418,858	(2)	0	I	See footnote <sup>(3)</sup>

1. Name and Address of Reporting Person\*  
Norwest Venture Partners XII, LP  
 (Last) (First) (Middle)  
 525 UNIVERSITY AVENUE, #800  
 (Street)  
 PALO ALTO CA 94301  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
NVP Associates, LLC  
 (Last) (First) (Middle)  
 525 UNIVERSITY AVENUE, #800  
 (Street)  
 PALO ALTO CA 94301  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Kossow Jon Erik  
 (Last) (First) (Middle)  
 525 UNIVERSITY AVENUE, #800  
 (Street)  
 PALO ALTO CA 94301  
 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">HAQUE PROMOD</a>		
(Last)	(First)	(Middle)
525 UNIVERSITY AVENUE, #800		
(Street)		
PALO ALTO	CA	94301
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Crowe Jeffrey</a>		
(Last)	(First)	(Middle)
525 UNIVERSITY AVENUE, #800		
(Street)		
PALO ALTO	CA	94301
(City) (State) (Zip)		

**Explanation of Responses:**

- Each share of Series C Convertible Preferred Stock automatically converted into Common Stock on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- Each share of Series D Convertible Preferred Stock automatically converted into Common Stock on a one-to-one basis immediately prior to the completion of the Issuer's initial public offering of Common Stock and had no expiration date.
- The shares are held of record by Norwest Venture Partners XII, LP. Genesis VC Partners XII, LLC is the general partner of Norwest Venture Partners XII, LP, and NVP Associates, LLC is the managing member of Genesis VC Partners XII, LLC. Each of Promod Haque, Jeffrey Crowe, and Jon Kossow, who are co-chief executive officers of NVP Associates, LLC, may be deemed to share voting and dispositive power over the shares held by Norwest Venture Partners XII, LP. Each of the reporting entities and individuals disclaims beneficial ownership of the reported securities except to the extent of its or his pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

**Remarks:**

<a href="#">/s/ Ken Hirschman, by power of attorney for Norwest Venture Partners XII, LP</a>	<a href="#">11/02/2021</a>
<a href="#">/s/ Ken Hirschman, by power of attorney for NVP Associates, LLC</a>	<a href="#">11/02/2021</a>
<a href="#">/s/ Ken Hirschman, by power of attorney for Jon Kossow</a>	<a href="#">11/02/2021</a>
<a href="#">/s/ Ken Hirschman, by power of attorney for Promod Haque</a>	<a href="#">11/02/2021</a>
<a href="#">/s/ Ken Hirschman, by power of attorney for Jeffrey Crowe</a>	<a href="#">11/02/2021</a>
** 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.