

OMB APPROVAL	
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**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>Argerich Llibert</u>  (Last) (First) (Middle) C/O UDEMY, INC. 600 HARRISON STREET, 3RD FLOOR  (Street) SAN FRANCISCO CA 94107  (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 _____ Officer (give title below) _____ Other (specify below) _____  X SVP, Marketing
	3. Date of Earliest Transaction (Month/Day/Year) 03/16/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/16/2022		M		21,875 <sup>(1)</sup>	A	\$3.06	137,474	D	
Common Stock	03/16/2022		M		5,225 <sup>(1)</sup>	A	\$3.12	142,699	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				
Employee Stock Option (right to buy)	\$3.06	03/16/2022		M		10,417	(2)	07/29/2028	Common Stock	10,417	\$3.06	4,167	D	
Employee Stock Option (right to buy)	\$3.06	03/16/2022		M		11,458	(3)	10/11/2028	Common Stock	11,458	\$3.06	7,292	D	
Employee Stock Option (right to buy)	\$3.12	03/16/2022		M		5,225	(4)	10/09/2029	Common Stock	5,225	\$3.12	53,910	D	

**Explanation of Responses:**

- No shares were sold by the Reporting Person in connection with the exercise and the shares of common stock issued as a result of the exercise are subject to the terms of a lock-up agreement executed by the Reporting Person in favor of the underwriters of the Company's initial public offering in October 2021.
- One-fourth of the shares underlying the option vested on June 18, 2019 and 1/48th of the remaining shares vest monthly thereafter.
- One-fourth of the shares underlying the option vested on October 12, 2019 and 1/48th of the remaining shares vest monthly thereafter.
- The shares underlying this option vest in 48 equal monthly installments beginning on September 1, 2019.

**Remarks:**

/s/ Sarah Tian, Attorney-in-Fact 03/16/2022

\*\* 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.