

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>Norwest Venture Partners XII, LP</u> (Last) (First) (Middle) 525 UNIVERSITY AVENUE, #800 (Street) PALO ALTO CA 94301 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/28/2021	3. Issuer Name and Ticker or Trading Symbol <u>Udemy, Inc.</u> [UDMY]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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 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)
Common Stock	905,994	I	See footnote ⁽¹⁾

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			
Series C Convertible Preferred Stock	(2)	(2)	Common Stock	10,134,082	(2)	I	See footnote ⁽¹⁾
Series D Convertible Preferred Stock	(3)	(3)	Common Stock	1,418,858	(3)	I	See footnote ⁽¹⁾

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

Explanation of Responses:

1. 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.

2. Each share of Series C Convertible Preferred Stock shall automatically convert 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 has no expiration date.

3. Each share of Series D Convertible Preferred Stock shall automatically convert 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 has no expiration date.

Remarks:

[/s/ Ken Hirschman, by
power of attorney for
Norwest Venture Partners
XII, LP](#) [10/28/2021](#)

[/s/ Ken Hirschman, by
power of attorney for NVP
Associates, LLC](#) [10/28/2021](#)

[/s/ Ken Hirschman, by
power of attorney for Jon
Kossow](#) [10/28/2021](#)

[/s/ Ken Hirschman, by
power of attorney for
Promod Haque](#) [10/28/2021](#)

[/s/ Ken Hirschman, by
power of attorney for
Jeffrey Crowe](#) [10/28/2021](#)

** 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 each of Kenneth Hirschman, Victoria Nemiah, Sarah Tian, and Barbara Gunnufson of the Company, and each of the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, Professional Corporation, the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms ID, 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her 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; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the 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, are 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 ID, 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 27 day of October, 2021.

(Signature page follows)

NORWEST VENTURE PARTNERS XII, LP

By: Genesis VC Partners XII, LLC, its General Partner
By: NVP Associates, LLC, its Managing Member

By: /s/ Matthew De Dominicis

Name: Matthew De Dominicis
Title: Chief Financial Officer

GENESIS VC PARTNERS XII, LLC

By: NVP Associates, LLC, its Managing Member

By: /s/ Matthew De Dominicis

Name: Matthew De Dominicis
Title: Chief Financial Officer

NVP ASSOCIATES, LLC

By: /s/ Matthew De Dominicis

Name: Matthew De Dominicis
Title: Chief Financial Officer

/s/ Promod Haque

Promod Haque

/s/ Jeffrey Crowe

Jeffrey Crowe

/s/ Jon Kossow

Jon Kossow