FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(b) of the Investment Company Act of 1940

| | | | | | | | - () | _ | | | iipaily Act c | | | _ | | | | | | | |
|--|--|----------|------------|--|--|--|---------------|--|---------------------|-----|--|----------|-----------------|---|---|--|---|--|---------|--|--|
| Name and Address of Reporting Person* Schechtman Natalie | | | | | 2. Issuer Name and Ticker or Trading Symbol Udemy, Inc. [UDMY] | | | | | | | | (Ch | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
| <u>Schechtman Natarie</u> | | | | | <u> </u> | <u> </u> | | | | | | | | | V Direct | tor 10% (| | 10% O | wner | | |
| (Last) (First) (Middle) | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 06/22/2023 | | | | | | | | | | | Officer (give title elow) | | Other (below) | specify | | |
| C/O UD | EMY, INC | | | | 4 If Δι | 4. If Amondment, Date of Original Filed (Month/Day/Mass) | | | | | | | | 6 Ir | 6. Individual or Joint/Group Filing (Check Applicable | | | | | | |
| 600 HARRISON STREET, 3RD FLOOR | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Line) | | | | | | | | |
| | | | | | | | | | | | | | | X Form filed by One Reporting Person | | | | | | | |
| (Street) | | | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | | |
| | FRANCISCO CA 94107 | | | | | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | | | |
| (City) | (S | tate) (Z | 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 - No | n-Deriva | tive S | ecur | ities A | cqu | iired, I | Dis | posed of | f, or | Ben | eficia | lly Owr | ned | | | | | |
| 1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day | | | | Execution Date, | | | ,] | 3. Transaction Code (Instr. 8) 4. Securitie: Disposed O 5) | | | | | | d Securi Benefi Owned Follow | cially i ing | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | | | | | Code | v | Amount | (A (I | A) or D) | Price | | ted action(s) 3 and 4) | | | | | |
| Common | Stock | | | 06/22/2 | 2023 | | | | A | | 18,590(1) | | Α | \$ <mark>0</mark> | 4 | 42,754 | |) | | | |
| 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) | ive Conversion Date Execution Date or Exercise (Month/Day/Year) if any | | tion Date, | 4. Transaction Code (Instr. 8) | | 5. Number of Derivativ Securitie Acquired (A) or Disposed of (D) (Instr. 3, and 5) | re ss I | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | te | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4 | |) [| . Price of Derivative Security Instr. 5) | 9. Number derivative Securities Beneficially Owned Following Reported Transactio (Instr. 4) | y Di or (I) |). wnership orm: irect (D) Indirect (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | | Code | v | (A) (D | | Date Exercisable | | Expiration Date | Title | or Nun of | ount nber res | | | | | | | |

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.

Remarks:

/s/ Sarah Tian, Attorney-in-06/22/2023 **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.