

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Qiu Richard</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>01/06/2023</u>			3. Issuer Name and Ticker or Trading Symbol <u>Udemy, Inc. [UDMY]</u>			
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>President, New Ventures</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)			
C/O UDEMY, INC. 600 HARRISON STREET, 3RD FLOOR						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
SAN FRANCISCO CA 94107									

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	515,630 ⁽¹⁾	D	

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			
Employee Stock Option (right to buy)	⁽²⁾	10/17/2027	Common Stock	5,000	2.99	D	
Employee Stock Option (right to buy)	⁽³⁾	04/03/2029	Common Stock	57,325	3.12	D	

Explanation of Responses:

- Includes 216,343 unvested restricted stock units ("RSUs") granted pursuant to the Issuer's 2021 Equity Incentive Plan: (i) 63,218 RSUs granted on November 15, 2021, 1/11th of which will vest on February 15, 2023 and on each quarterly anniversary thereafter, (ii) 131,250 RSUs granted on May 15, 2022, 1/14th of which will vest on February 15, 2023 and on each quarterly anniversary thereafter, (iii) 21,875 RSUs granted on August 6, 2022, 1/7th of which will vest on February 15, 2023 and on each quarterly anniversary thereafter.
- The shares underlying this option fully vested on August 1, 2021.
- The shares underlying this option will be fully vested on February 1, 2023.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Sarah Tian, Attorney-in-Fact

** Signature of Reporting Person

01/13/2023

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, Sarah Tian, and Barbara Gunnufson of the Company, and each of the responsible attorneys and

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;

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;

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of December, 2022.

/s/ Richard Qiu

Name: Richard Qiu