

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>NASPERS LTD</u>  (Last) (First) (Middle) <u>NASPERS LIMITED</u> <u>40 HEERENGRACHT</u>  (Street) <u>CAPE TOWN T3 8001</u>  (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) <u>11/02/2021</u>	
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	11/02/2021		C		12,719,472	A	(1)(2)(3)(4)(5)	17,120,840	I	See footnote(6)(7)

**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 A Convertible Preferred Stock	(1)	11/02/2021		C		4,865,925		(1)	(1)	Common Stock	4,865,925	(1)	0	I	See footnote(6)(7)
Series A-1 Convertible Preferred Stock	(2)	11/02/2021		C		496,377		(2)	(2)	Common Stock	496,377	(2)	0	I	See footnote(6)(7)
Series B Convertible Preferred Stock	(3)	11/02/2021		C		1,017,972		(3)	(3)	Common Stock	1,017,972	(3)	0	I	See footnote(6)(7)
Series C Convertible Preferred Stock	(4)	11/02/2021		C		90,639		(4)	(4)	Common Stock	90,639	(4)	0	I	See footnote(6)(7)
Series D Convertible Preferred Stock	(5)	11/02/2021		C		6,248,559		(5)	(5)	Common Stock	6,248,559	(5)	0	I	See footnote(6)(7)

1. Name and Address of Reporting Person\*  
NASPERS LTD  
 (Last) (First) (Middle)  
NASPERS LIMITED  
40 HEERENGRACHT  
 (Street)  
CAPE TOWN T3 8001  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Prosus N.V.  
 (Last) (First) (Middle)  
NASPERS LIMITED  
40 HEERENGRACHT  
 (Street)  
CAPE TOWN T3 8001

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">MIH Edtech Investments B.V.</a>		
(Last)	(First)	(Middle)
NASPERS LIMITED		
40 HEERENGRACHT		
(Street)		
CAPE TOWN	T3	8001
(City)		
(State)	(Zip)	

**Explanation of Responses:**

- Each share of Series A 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 A-1 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 B 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 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 A 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 MIH Edtech Investments B.V., or Edtech. Edtech is a subsidiary of Prosus N.V., or Prosus, a publicly traded company whose shares are listed on the Euronext Amsterdam. A majority of the voting power of the outstanding ordinary shares of Prosus N.V. is held by Naspers Limited, a publicly traded company whose shares are listed on the Johannesburg Stock Exchange. As a result, the shares held by Edtech may be deemed to be beneficially owned by Prosus and Naspers Limited.
- Naspers Limited employs a differential voting structure involving two South African entities, Naspers Beleggings (RF) Beperk and Keeromstraat 30 Beleggings (RF) Beperk, the sole remit of which is to protect the continued independence of Naspers Limited. Each of Nasbel and Keerom disclaims beneficial ownership of all shares, except to the extent of their respective pecuniary interests therein, if any. Lawrence Illg, a director of the Issuer, serves as Chief Executive Officer, Food and EdTech, for Prosus, but has no voting or dispositive control over the shares held by Edtech.

**Remarks:**

<a href="#">/s/ Nico Marais, Authorized Representative Naspers Limited</a>	<a href="#">11/02/2021</a>
<a href="#">/s/ Nico Marais, Authorized Representative Prosus N.V.</a>	<a href="#">11/02/2021</a>
<a href="#">/s/ Michal Koniec, Authorized Representative MIH Edtech Investments B.V.</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.**