FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
-------------	------------

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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

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* Brown Gregory Scott					2. Issuer Name and Ticker or Trading Symbol Udemy, Inc. [UDMY]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
DIOWII	<u>Gregory</u>	<u>ocott</u>			1									X	Direc			10% Ov	vner	
(Last)	(Fir	est) (N	Middle))		3. Date of Earliest Transaction (Month/Day/Year) 09/06/2023									Office	er (give title v)		Other (s below)	specify	
C/O UDEMY, INC.					05/0	03/00/2023								President and CEO						
600 HARRISON STREET, 3RD FLOOR				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street)				-										X	Form	filed by One	e Rep	orting Perso	on	
SAN FRANCI	ISCO CA	Λ 9	4107												Form Perso	filed by Mo	re tha	n One Repo	orting	
FRANCISCO					Rule 10b5-1(c) Transaction Indication															
(City)	(St	ate) (Z	Zip)		Truic 1000-1(c) Halisaction indication															
(Surf) (Surf) (Zip)					X	X 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 - N	on-Deriva	tive S	Secui	rities	Acc	quired	d, Dis	sposed of	, or E	Benefici	ially	Own	ed				
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/N				Year)	if any	emed tion Date, n/Day/Year)		3. Transaction Code (Instr. 8) 4. Securities Disposed Of					d 5)	Securi Benefi Owned	5. Amount of Securities Beneficially Owned Following		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership		
										v	Amount	(A) oi (D)	Price		Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 09/06/20)23				S		10,000(1)	D	\$10.2	.22 ⁽²⁾ 1,0		,098,249		D		
		Tal	ble II	- Derivati											Owne	d				
				(e.g., pu	ıts, ca	alls, v	varra	ınts,	optio	ons,	convertib	le se	curities	5)						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu	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)		te Exerc ation D th/Day/		7. Title Amou Secur Under Deriva Secur 3 and	int of ities rlying ative ity (Instr.	Deri Sec	Price of ivative curity str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ow Fo Dir or (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amount or Number of Shares							

Explanation of Responses:

- 1. The reported transaction was effected to satisfy certain tax obligations of the Reporting Person incurred with the vesting and settlement of Restricted Stock Units ("RSUs") and was executed pursuant to a Rule 10b5-1 plan entered into by the Reporting Person.
- 2. These transactions were executed in multiple trades at prices ranging from \$10.01 to \$10.57. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

Remarks:

/s/ Daniel Horwood, Attorney- 09/06/2023 in-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.