1. Name and Address of Reporting Person
   Bali Eren
   (Last) (First) (Middle)
   600 HARRISON ST
   3RD FLOOR
   (Street)
   SAN FRANCISCO CA 94107
   (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
   Udemy, Inc. [ UDMY ]

3. Date of Earliest Transaction (Month/Day/Year)
   11/06/2023

4. If Amendment, Date of Original Filed (Month/Day/Year)
   11/07/2023

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

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 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 3B. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | Code | Amount | (A) or (D) | Price
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/06/2023</td>
<td></td>
<td>S</td>
<td>$11.85&lt;sup&gt;(3)&lt;/sup&gt;</td>
<td>14,200</td>
<td>D</td>
<td>1,726,038</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/06/2023</td>
<td></td>
<td>S</td>
<td>$12.66&lt;sup&gt;(3)&lt;/sup&gt;</td>
<td>800</td>
<td>D</td>
<td>1,725,238</td>
<td>D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
<th>Title</th>
</tr>
</thead>
</table>

Explanation of Responses:
1. These transactions were executed in multiple trades at prices ranging from $11.46 to $12.45. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

2. These transactions were executed in multiple trades at prices ranging from $12.46 to $12.79. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC, 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:

/a/ Daniel Horwood, Attorney-in-Fact 11/07/2023

** 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).


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.