
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Udemy, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

902685106

(CUSIP Number)

December 31, 2022

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons	Norwest Venture Partners XII, LP
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input type="checkbox"/>
3.	SEC Use Only	
4.	Citizenship or Place of Organization	Delaware
	5.	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With		6,229,466
	6.	Shared Voting Power
		0
	7.	Sole Dispositive Power
		6,229,466
	8.	Shared Dispositive Power
		0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	6,229,466
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)	4.4%
12.	Type of Reporting Person (See Instructions)	PN

1.	Names of Reporting Persons	Genesis VC Partners XII, LLC
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input type="checkbox"/>
3.	SEC Use Only	
4.	Citizenship or Place of Organization	Delaware
	5.	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With		6,229,466
	6.	Shared Voting Power
		0
	7.	Sole Dispositive Power
		6,229,466
	8.	Shared Dispositive Power
		0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	6,229,466
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)	4.4%
12.	Type of Reporting Person (See Instructions)	OO

1.	Names of Reporting Persons	
	NVP Associates, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/>	
	(b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization	
	Delaware	
	5.	Sole Voting Power
Number of		6,229,466
Shares	6.	Shared Voting Power
Beneficially		0
Owned by	7.	Sole Dispositive Power
Each		6,229,466
Reporting	8.	Shared Dispositive Power
Person With		0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,229,466	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)	
	4.4%	
12.	Type of Reporting Person (See Instructions)	
	OO	

1.	Names of Reporting Persons	
	Promod Haque	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a) <input type="checkbox"/>	
	(b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization	
	Delaware	
	5.	Sole Voting Power
Number of		6,229,466
Shares	6.	Shared Voting Power
Beneficially		0
Owned by	7.	Sole Dispositive Power
Each		6,229,466
Reporting	8.	Shared Dispositive Power
Person With		0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	6,229,466	
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)	
	4.4%	
12.	Type of Reporting Person (See Instructions)	
	IN	

1.	Names of Reporting Persons	Jeffrey Crowe
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	<input type="checkbox"/>
	(b)	<input type="checkbox"/>
3.	SEC Use Only	
4.	Citizenship or Place of Organization	Delaware
	5.	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With		6,229,466
	6.	Shared Voting Power
		0
	7.	Sole Dispositive Power
		6,229,466
	8.	Shared Dispositive Power
		0
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	6,229,466
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	<input type="checkbox"/>
11.	Percent of Class Represented by Amount in Row (9)	4.4%
12.	Type of Reporting Person (See Instructions)	IN

1. Names of Reporting Persons
Jon E. Kossow

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	6,229,466
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	6,229,466
	8.	Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,229,466

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
4.4%

12. Type of Reporting Person (See Instructions)
IN

Item 1.

- (a) Name of Issuer

Udemy, Inc.

- (b) Address of Issuer's Principal Executive Offices

600 Harrison Street, 3rd Floor
San Francisco, California 94107

Item 2.

- (a) Name of Person Filing

1. Norwest Venture Partners XII, LP
2. Genesis VC Partners XII, LLC
3. NVP Associates, LLC
4. Promod Haque
5. Jeffrey Crowe
6. Jon E. Kossow

- (b) Address of Principal Business Office or, if none, Residence

525 University Ave, Suite 800
Palo Alto, CA 94301

- (c) Citizenship

Entities: Norwest Venture Partners XII, LP - Delaware
Genesis VC Partners XII, LLC - Delaware
NVP Associates - Delaware
Individuals: Crowe - United States of America
Haque - United States of America
Kossow - United States of America

- (d) Title of Class of Securities

Common Stock

- (e) CUSIP Number

902685106

- Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
Not applicable

Item 4. Ownership

(1) Norwest Venture Partners XII, LP (“NVP XII”): At December 31, 2022, NVP XII owned of record 6,229,466 shares of Issuer’s common stock (“Common Stock”). This amount represents 4.4% of the total shares of Common Stock outstanding at this date.

(2) Genesis VC Partners XII, LLC (“Genesis XII”): At December 31, 2022, Genesis XII may be deemed to have beneficially owned, by virtue of its status as general partner of NVP XII, 6,229,466 shares of Common Stock. This amount represents 4.4% of the total shares of Common Stock outstanding at this date.

(3) NVP Associates, LLC (“NVP Associates”): At December 31, 2022, NVP Associates may be deemed to have beneficially owned 6,229,466 shares of Common Stock by virtue of its status as managing member of Genesis XII, the general partner of NVP XII, the record owner of such shares. This amount represents 4.4% of the total shares of Common Stock outstanding at this date.

(4) Promod Haque: At December 31, 2022, Promod Haque may be deemed to have beneficially owned 6,229,466 shares of Common Stock by virtue of his status as co-Chief Executive Officer of NVP Associates, the managing member of Genesis XII, which is the general partner of NVP XII, the record owner of such shares. This amount represents 4.4% of the total shares of Common Stock outstanding at this date.

(5) Jeffrey Crowe: At December 31, 2022, Jeffrey Crowe may be deemed to have beneficially owned 6,229,466 shares of Common Stock by virtue of his status as co-Chief Executive Officer of NVP Associates, the managing member of Genesis XII, which is the general partner of NVP XII, the record owner of such shares. This amount represents 4.4% of the total shares of Common Stock outstanding at this date.

(6) Jon E. Kossow: At December 31, 2022, Jon E. Kossow may be deemed to have beneficially owned 6,229,466 shares of Common Stock by virtue of his status as co-Chief Executive Officer of NVP Associates, the managing member of Genesis XII, which is the general partner of NVP XII, the record owner of such shares. This amount represents 4.4% of the total shares of Common Stock outstanding at this date.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

Not applicable

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2023

Norwest Venture Partners XII, LP

By Genesis VC Partners XII, LLC
Its General Partner

By NVP Associates, LLC,
Its: Managing Member

By: /s/ Matthew De Dominicis
Name: Matthew De Dominicis
Title: Chief Financial Officer

Genesis VC Partners XII, LLC

By NVP Associates, LLC,
Its: Managing Member

By: /s/ Matthew De Dominicis
Name: Matthew De Dominicis
Title: Chief Financial Officer

NVP Associates, LLC

By: /s/ Matthew De Dominicis
Name: Matthew De Dominicis
Title: Chief Financial Officer

/s/ Matthew De Dominicis
Matthew De Dominicis,
as Attorney-in-fact for Promod Haque

/s/ Matthew De Dominicis
Matthew De Dominicis,
as Attorney-in-fact for Jeffrey Crowe

/s/ Matthew De Dominicis
Matthew De Dominicis,
as Attorney-in-fact for Jon E. Kossow

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

Exhibit(s):

A Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Udemey, Inc. is filed on behalf of each of us.

Dated: February 14, 2023

Norwest Venture Partners XII, LP

By Genesis VC Partners XII, LLC
Its General Partner

By NVP Associates, LLC,
Its: Managing Member

By: /s/ Matthew De Dominicis
Name: Matthew De Dominicis
Title: Chief Financial Officer

Genesis VC Partners XII, LLC

By NVP Associates, LLC,
Its: Managing Member

By: /s/ Matthew De Dominicis
Name: Matthew De Dominicis
Title: Chief Financial Officer

NVP Associates, LLC

By: /s/ Matthew De Dominicis
Name: Matthew De Dominicis
Title: Chief Financial Officer

/s/ Matthew De Dominicis
Matthew De Dominicis,
as Attorney-in-fact for Promod Haque

/s/ Matthew De Dominicis
Matthew De Dominicis,
as Attorney-in-fact for Jeffrey Crowe

/s/ Matthew De Dominicis
Matthew De Dominicis,
as Attorney-in-fact for Jon E. Kossow
