#### 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:

- $\Box$  Rule 13d-1(b)
- $\Box$  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).

CUSIP	NO. 90	2083100			
1.	Names of Reporting Persons				
	Norwe	est Venture	e Partners XII, LP		
2.	Check	the Appro	opriate Box if a Member of a Group (See Instructions)		
	(a) (b)				
3.	(-)	Jse Only			
<i>4</i> .		,	lace of Organization		
	Delaware				
		5.	Sole Voting Power		
Number	r of		6,229,466		
Shares	cially	6.	Shared Voting Power		
Benefic			0		
Owned Each		7.	Sole Dispositive Power		
Reporti			6,229,466		
Person	With	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.					
	4.4%				
12. Type of Reporting Person (See Instructions)		ng 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) <ul> <li>(a)</li> <li>(b)</li> <li>(b)</li> </ul> 3.         SEC Use Only             4.         Citizenship or Place of Organization <ul> <li>Delaware</li> <li>5.</li> <li>Sole Voting Power</li> </ul> Number of         6,229,466             Sole Dispositive Power           Reporting         6,229,466             Person With         8.         6,229,466             9.         Aggregate Amount Beneficially Owned by Each Reporting Person <ul> <li>6,229,466</li> <li>Shared Dispositive Power</li> <li>0</li> <li>Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)</li> <li>11.</li> </ul> 10.         Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)           11.         Percent of Class Represented by Amount in Row (9)           12.         Type of Reporting Person (See Instructions)           OO	CUSIP	No. 90	2685106					
2.       Check the Appropriate Box if a Member of a Group (See Instructions)         (a)	1.	Names of Reporting Persons						
(a)		Genesi	Genesis VC Partners XII, LLC					
(b)       □         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       0         Each       7.         Sole Dispositive Power         Reporting       6,229,466         Person With       8.         6.       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)	2.	Check	Check the Appropriate Box if a Member of a Group (See Instructions)					
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       0         Each       7.         Sole Dispositive Power         Reporting       6,229,466         Person With       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)								
4.       Citizenship or Place of Organization         Delaware       5.       Sole Voting Power         5.       Sole Voting Power         Beneficially       6,229,466         Owned by       0         Each       7.         Sole Dispositive Power         Reporting       6,229,466         Person With       8.         Shares Acgregate Amount Beneficially Owned by Each Reporting Person         6,229,466         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)	2							
Delaware         5.       Sole Voting Power         Number of       6,229,466         Shares       6.       Shared Voting Power         Beneficially       0         Owned by       7.       Sole Dispositive Power         Each       7.       Sole Dispositive Power         Reporting       6,229,466       Shared Dispositive Power         Person With       8.       6,229,466         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)       1         4.4%								
5.       Sole Voting Power         Number of       6,229,466         Shares       6.         Beneficially       0         Owned by       0         Each       7.         Sole Dispositive Power         Reporting       6,229,466         Person With       8.         6,229,466         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)	4.			Place of Organization				
Number of Shares       6,229,466         Shares       6.         Beneficially       0         Owned by       7.         Each       7.         Sole Dispositive Power         Reporting       6,229,466         Person With       8.         6,229,466         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)		Delaw						
Shared of a       Shared Voting Power         Beneficially       0         Owned by       0         Each       7.         Sole Dispositive Power         Reporting       6,229,466         Person With       8.         0       0         9.       Aggregate Amount Beneficially Owned by Each Reporting Person         6,229,466       0         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)			5.	Sole Voting Power				
Beneficially       0         Owned by       7.         Each       7.         Sole Dispositive Power         Reporting       6,229,466         Person With       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)	Number	r of		6,229,466				
Owned by       7.       Sole Dispositive Power         Reporting       6,229,466         Person With       8.       6,229,466         9.       Aggregate Amount Beneficially Owned by Each Reporting Person         6,229,466       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)			6.	Shared Voting Power				
Each       7.       Sole Dispositive Power         Reporting       6,229,466         Person With       8.       6,229,466         9.       Aggregate Amount Beneficially Owned by Each Reporting Person         6,229,466       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)				0				
Person With       8.       Shared Dispositive Power         0       0         9.       Aggregate Amount Beneficially Owned by Each Reporting Person         6,229,466       6         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)		d by	7.	Sole Dispositive Power				
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)				6,229,466				
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)	Person	With	8.	Shared Dispositive Power				
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)				0				
<ul> <li>10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □</li> <li>11. Percent of Class Represented by Amount in Row (9) <ul> <li>4.4%</li> </ul> </li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>	9.	Aggregate Amount Beneficially Owned by Each Reporting Person						
<ul> <li>11. Percent of Class Represented by Amount in Row (9) <ul> <li>4.4%</li> </ul> </li> <li>12. Type of Reporting Person (See Instructions)</li> </ul>		6,229,466						
4.4%       12.     Type of Reporting Person (See Instructions)	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)						
12.     Type of Reporting Person (See Instructions)	11.	1. Percent of Class Represented by Amount in Row (9)						
-)F		4.4%						
00	12. Type of Reporting Person (See Instructions)		ing Person (See Instructions)					
	00							

CUSIP	No. 902	2685106	
1.	Names of Reporting Persons		
	NVP A	Associate	s, LLC
2.	Check	the Appr	ropriate Box if a Member of a Group (See Instructions)
	(a)		
2	(b)		
3.	-	Ise Only	
4.	Citizer	nship or I	Place of Organization
	Delaw	are	
		5.	Sole Voting Power
Numbe	r of		6,229,466
Shares	cially	6.	Shared Voting Power
Benefic			0
Owned Each	by	7.	Sole Dispositive Power
Reporti			6,229,466
Person	With	8.	Shared Dispositive Power
			0
9.	9. Aggregate Amount Beneficially Owned by Each Reporting Person		
	6,229,466		
10.	0. 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)		ing Person (See Instructions)	
00			

## CUSIP No. 902685106

1.	Names of Reporting Persons					
	Promod Haque					
2.	Check	Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) (b)					
3.	SEC U	Jse Only				
4.	Citize	Citizenship or Place of Organization				
_	Delaw	are				
-		5.	Sole Voting Power			
Number	of		6,229,466			
Shares		6.	Shared Voting Power			
Benefici Owned	2		0			
Each	by	7.	Sole Dispositive Power			
Reportin	e	8.	6,229,466			
Person V			Shared Dispositive Power			
			0			
9.	Aggre	gate Amo	ount Beneficially Owned by Each Reporting Person			
_	6,229,466					
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)					
11.	11. Percent of Class Represented by Amount in Row (9)		s 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	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a)						
	(b)						
3.		Use Only					
4.	Citize	enship or Pl	lace of Organization				
	Delav	vare					
		5.	Sole Voting Power				
Numbe	r of		6,229,466				
Shares		6.	Shared Voting Power				
Benefic Owned	2		0				
Each	Uy	7.	Sole Dispositive Power				
Reporti		8.	6,229,466				
Person	With		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)		Represented by Amount in Row (9)					
	4.4%						
12.	Туре	Type of Reporting Person (See Instructions)					
	IN	IN					

CUSIP 1	No. 902	2685106	
1.	Names of Reporting Persons		
	Jon E.	Kossow	
2.	Check	the Appro	opriate Box if a Member of a Group (See Instructions)
	(a)		
	(b)		
3.		Jse Only	
4.		-	ace of Organization
	Delawa	are	
		5.	Sole Voting Power
Number	r of		6,229,466
Shares	ially	6.	Shared Voting Power
Owned			0
Each	e y	7.	Sole Dispositive Power
Reportin	ng		6,229,466
Person	With	8.	Shared Dispositive Power
			0
9.		-	ant Beneficially Owned by Each Reporting Person
	6,229,4	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 o	of Reportir	ng Person (See Instructions)
	IN		

(a)	Name of Issuer
	Udemy, Inc.
(b)	Address of Issuer's Principal Executive Offices
	600 Harrison Street, 3rd Floor San Francisco, California 94107
(a)	Name of Person Filing
	1. Norwest Venture Partners XII, LP
	<ol> <li>Genesis VC Partners XII, LLC</li> <li>NVP Associates, LLC</li> </ol>
	4. Promod Haque
	5. Jeffrey Crowe 6. Jon E. Kossow
	0. JOH 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

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  $\boxtimes$ 

# 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 Udemy, 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: Matt	hew De Dominicis		
Title: Chief	Financial Officer		
/s/ Matthew De Dominic	is		
Matthew De Dominicis,			
as Attorney-in-fact for P	romod Haque		
/s/ Matthew De Dominic	is		
Matthew De Dominicis,			
as Attorney-in-fact for Je	effrey Crowe		
/s/ Matthew De Dominicis			
Matthew De Dominicis,	Matthew De Dominicis,		
as Attorney-in-fact for Jo	as Attorney-in-fact for Jon E. Kossow		