

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Hirschman Kenneth</u>			2. Date of Event Requiring Statement (Month/Day/Year) <u>01/06/2023</u>		3. Issuer Name and Ticker or Trading Symbol <u>Udemy, Inc. [UDMY]</u>	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP, Operations and GC</u>			5. If Amendment, Date of Original Filed (Month/Day/Year)
C/O UDEMY, INC. 600 HARRISON STREET, 3RD FLOOR						6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street)	(City)	(State)	(Zip)			
SAN FRANCISCO	CA		94107			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	185,095 ⁽¹⁾	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	⁽²⁾	07/30/2028	Common Stock	197,500	3.06	D	
Employee Stock Option (right to buy)	⁽³⁾	05/07/2029	Common Stock	54,027	3.12	D	

Explanation of Responses:

- Includes 150,718 unvested restricted stock units granted pursuant to the Issuer's 2021 Equity Incentive Plan: (i) 63,218 RSUs granted on November 15, 2021; 1/11th of the RSUs will vest on February 15, 2023 and on each quarterly anniversary thereafter, (ii) 65,625 RSUs granted on May 15, 2022; 1/14th of the RSUs will vest on February 15, 2023 and on each quarterly anniversary thereafter, (iii) 21,875 RSUs granted on August 6, 2022; 1/7th of the RSUs will vest on February 15, 2023 and on each quarterly anniversary thereafter. Each RSU represents a contingent right to receive one share of the Issuer's Common Stock upon settlement.
- 147,500 shares underlying this option were fully vested on July 16, 2022. 50,000 shares underlying this option started vesting in 48 equal monthly installments beginning on December 3, 2021.
- The shares underlying this option started vesting in 48 equal monthly installments beginning on March 1, 2019.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Sarah Tian, Attorney-in-Fact

** Signature of Reporting Person

01/13/2023

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 5 (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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Udey, Inc. (the "Company"), hereby constitutes and appoints each of Sarah Tian, and Barbara Gunnufson of the Company, and each of the responsible attorneys and paralegals of Will

1. complete and execute Forms ID, 3,4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934;

2. do all acts necessary in order to file such forms with the Securities and Exchange

Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of December, 2022.

/s/ Kenneth Hirschman

Name: Kenneth Hirschman