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
Instruction 1(h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL								
	OMB Number: 33	235-0287							
l	Estimated average burden								
ı	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

(Street) SAN FRANCISCO (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Z-Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired (Instr. 4)  Table II - Non-Total Securities Acquired (Instr. 4)  Table II - Non	1. Name and Address of Reporting Person*  Argerich Llibert						2. Issuer Name and Ticker or Trading Symbol  Udemy, Inc. [ UDMY ]										o of Reportin licable) tor er (give title	Ü	erson(s) to Is 10% O Other (	vner
(Street) SAN FRANCISCO (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  Z-Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4)  Table II - Derivative Securities Acquired (Instr. 4)  Table II - Non-Total Securities Acquired (Instr. 4)  Table II - Non	C/O UDEMY, INC.															belov	,	Iarke	,	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 3)  2. Transaction Date (Instr. 3)  2. Transaction (Out (Instr. 3))  Code V Amount (Instr. 3)  3. Transaction (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Transaction (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion Or Exercise (Instr. 3)  3. Transaction Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  Transaction Or Exercise (Instr. 4)  Transaction Or Securities (Instr. 5)  Transaction Or Securities (Instr. 4)  Transaction Or Securities (Instr. 5)  Transaction Or Securities (Instr. 5)  Transaction Or Securities (Instr. 5)  Transaction Or Securities (Instr. 4)  Transaction Or Securities (Instr. 4)  Transaction Or Securities (Instr. 5)  Transaction Or Securities (Instr. 4)  Transaction Or Securities (Instr. 4)  Transaction Or Securities (Instr. 5)  Transaction Or Securities (Instr. 4)  Tran	SAN FRANCI	ISCO		4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)								ine)	X Form filed by One Reporting Person Form filed by More than One Reporting						
Date (Month/Day/Year)   Date																				
Common Stock  12/21/2022  S(1) 3,401 D \$10.67(2) 284,337 D  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities)  2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year)  Derivative Securities (Month/Day/Year)  Socurities (Month/Day/Year)  Amount of Securities Underlying Derivative Securities (Instr. 5)  Ownership Form: Disposed of (D) (Instr. 3, and 4)  Ownership Form: Disposed of (D) (Instr. 3, and 4)  Ownership Form: Disposed of (D) (Instr. 3, and 4)  Ownership Form: Disposed of (D) (Instr. 3)  Amount or Amount of Securities (Instr. 4)  Amount or Amount or Amount of Securities (Instr. 4)  Amount or Amount or Amount or Amount or Amount or Amount or Securities (Instr. 4)	Date				Year) Execut		ition Date,		Transaction Disposed Of Code (Instr.					4 and 5) Secu Bene Own		ties cially I Following	Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  8. Price of Derivative Securities (Month/Day/Year)  9. Number of derivative Securities (Month/Day/Year)  11. Title of Derivative Securities (Instr. 3)  12. Title and Expiration Date (Month/Day/Year)  13. Transaction Date (Execution Date, if any (Month/Day/Year)  14. Transaction Code (Instr. 8)  15. Number of Derivative Securities (Month/Day/Year)  17. Title and Amount of Securities (Month/Day/Year)  19. Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4)  11. Instr. 3)  11. Instr. 3)  12. Transaction Date (Month/Day/Year)  13. Transaction Date (Instr. 4)  14. Transaction Date (Month/Day/Year)  15. Number of Derivative Securities (Month/Day/Year)  17. Title and Amount of Securities (Month/Day/Year)  18. Price of Derivative Securities (Instr. 4)  19. Number of Derivative Securities (Instr. 4)  19.									Code	v	Amount	(A) or (D)	Price		Transaction(s)				(IIIStr. 4)	
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3) Price of Derivative Security Security Price of Derivative Security	Common	Stock			12/21/2	022			<b>S</b> <sup>(1)</sup>		3,401	D	\$10.6	\$10.67 <sup>(2)</sup>		284,337		D		
Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security Se																				
Date Expiration of	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execu if any	ution Date,	Transa Code (		of Deriv Secu Acqu (A) o Dispo of (D (Instr	rative rities iired r osed ) r. 3, 4	Expiration Date (Month/Day/Year)			Amou Secur Under Deriva Secur	nt of ities rlying ative ity (Instr. 4) Amount or Number	Der Sec	erivative ecurity	derivative Securities Beneficially Owned Following Reported Transaction	у	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)

## **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").
- 2. These transactions were executed in multiple trades at prices ranging from \$10.66 to \$10.68. 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/ Sarah Tian, Attorney-in-

12/21/2022

**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.