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

SCHEDULE 13G

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

Udemy, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

902685106
(CUSIP Number)

December 31, 2021
(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)	NAME OF REPORTING PERSON	
	Norwest Venture Partners XII, LP	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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
		12,458,934
	(6)	SHARED VOTING POWER
		0
	(7)	SOLE DISPOSITIVE POWER
		12,458,934
	(8)	SHARED DISPOSITIVE POWER
		0
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,458,934	
10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	8.97%	
12)	TYPE OF REPORTING PERSON	
	PN	

1)	NAME OF REPORTING PERSON	
	Genesis VC Partners XII, LLC	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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
		12,458,934
	(6)	SHARED VOTING POWER
		0
	(7)	SOLE DISPOSITIVE POWER
		12,458,934
	(8)	SHARED DISPOSITIVE POWER
		0
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,458,934	
10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	8.97%	
12)	TYPE OF REPORTING PERSON	
	PN	

CUSIP NO. 902685106

1)	NAME OF REPORTING PERSON	
	NVP Associates, LLC	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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
		12,458,934
	(6)	SHARED VOTING POWER
		0
	(7)	SOLE DISPOSITIVE POWER
		12,458,934
	(8)	SHARED DISPOSITIVE POWER
		0
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,458,934	
10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	8.97%	
12)	TYPE OF REPORTING PERSON	
	PN	

CUSIP NO. 902685106

1)	NAME OF REPORTING PERSON	
	Promod Haque	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3)	SEC USE ONLY	
4)	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER
		12,458,934
	(6)	SHARED VOTING POWER
		0
	(7)	SOLE DISPOSITIVE POWER
		12,458,934
	(8)	SHARED DISPOSITIVE POWER
		0
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,458,934	
10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	8.97%	
12)	TYPE OF REPORTING PERSON	
	IN	

1)	NAME OF REPORTING PERSON Jeffrey Crowe	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3)	SEC USE ONLY	
4)	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER 12,458,934
	(6)	SHARED VOTING POWER 0
	(7)	SOLE DISPOSITIVE POWER 12,458,934
	(8)	SHARED DISPOSITIVE POWER 0
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,458,934	
10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.97%	
12)	TYPE OF REPORTING PERSON IN	

1)	NAME OF REPORTING PERSON	
	Jon E. Kossow	
2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3)	SEC USE ONLY	
4)	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5)	SOLE VOTING POWER
		12,458,934
	(6)	SHARED VOTING POWER
		0
	(7)	SOLE DISPOSITIVE POWER
		12,458,934
	(8)	SHARED DISPOSITIVE POWER
		0
9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	12,458,934	
10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	
11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	8.97%	
12)	TYPE OF REPORTING PERSON	
	IN	

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Item 1(a) Name of Issuer:

Udemy, Inc.

Item 1(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

Item 2(b) Address of Principal Business Office or, if None, Residence:

1. Norwest Venture Partners XII, LP
525 University Ave, Suite 800
Palo Alto, CA 94301
2. Genesis VC Partners XII, LLC
525 University Ave, Suite 800
Palo Alto, CA 94301
3. NVP Associates, LLC
525 University Ave, Suite 800
Palo Alto, CA 94301
4. Promod Haque
525 University Ave, Suite 800
Palo Alto, CA 94301
5. Jeffrey Crowe
525 University Ave, Suite 800
Palo Alto, CA 94301
6. Jon E. Kossow
525 University Ave, Suite 800
Palo Alto, CA 94301

This statement is filed by Norwest Venture Partners X, LP on behalf of all of the persons listed above pursuant to Rule 13d-1(d) and Rule 13d-1(k). Norwest Venture Partners XII, LP is a Delaware limited partnership, whose general partner is Genesis VC Partners X, LLC. NVP Associates, LLC is the managing member of Genesis VC Partners XII, LLC. Promod Haque, Jeffrey Crowe and Jon E. Kossow are co-Chief Executive Officers of NVP Associates, LLC.

- Item 2(c) Citizenship:
1. Norwest Venture Partners XII, LP: Delaware
 2. Genesis VC Partners XII, LLC: Delaware
 3. NVP Associates, LLC: Delaware
 4. Promod Haque: United States of America
 5. Jeffrey Crowe: United States of America
 6. Jon E. Kossow: United States of America

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
902685106

Item 3 Not Applicable

Item 4 Ownership:

(1) Norwest Venture Partners XII, LP (“NVP XII”): At December 31, 2021, NVP XII owned of record 12,458,934 shares of Issuer’s common stock (“Common Stock”). This amount represents 8.97% of the total shares of Common Stock outstanding at this date.

(2) Genesis VC Partners XII, LLC (“Genesis XII”): At December 31, 2021, Genesis XII may be deemed to have beneficially owned, by virtue of its status as general partner of NVP XII, 12,458,934 shares of Common Stock. This amount represents 8.97% of the total shares of Common Stock outstanding at this date.

(3) NVP Associates, LLC (“NVP Associates”): At December 31, 2021, NVP Associates may be deemed to have beneficially owned 12,458,934 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 8.97% of the total shares of Common Stock outstanding at this date.

(4) Promod Haque: At December 31, 2021, Promod Haque may be deemed to have beneficially owned 12,458,934 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 8.97% of the total shares of Common Stock outstanding at this date.

(5) Jeffrey Crowe: At December 31, 2021, Jeffrey Crowe may be deemed to have beneficially owned 12,458,934 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 8.97% of the total shares of Common Stock outstanding at this date.

(6) Jon E. Kossow: At December 31, 2021, Jon E. Kossow may be deemed to have beneficially owned 12,458,934 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 8.97% 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 persons have ceased to be beneficial owners 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.

Date: February 9, 2022

NORWEST VENTURE PARTNERS XII, LP

By Genesis VC Partners XII, LLC, as general partner
By NVP Associates, LLC, as managing member

By: /s/ Matthew De Dominicis
Matthew De Dominicis, Chief Financial Officer

AGREEMENT

The undersigned hereby agree that this Schedule 13G to which this Agreement is attached shall be filed by Norwest Venture Partners XII, LP on its own behalf and on behalf of (a) Genesis VC Partners XII, LLC, a Delaware limited liability company, (b) NVP Associates, LLC, a Delaware limited liability company, (c) Promod Haque, (d) Jeffrey Crowe and (e) Jon E. Kossow.

Dated: February 9, 2022

Norwest Venture Partners XII, LP

By Genesis VC Partners XII, LLC, as general partner
By NVP Associates, LLC, as managing member

By: /s/ Matthew De Dominicis
Matthew De Dominicis, Chief Financial Officer

Genesis VC Partners XII, LLC
By NVP Associates, LLC, as managing member

By: /s/ Matthew De Dominicis
Matthew De Dominicis, Chief Financial Officer

NVP Associates, LLC

By: /s/ Matthew De Dominicis
Matthew De Dominicis, 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