FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

wasnington, L	J.C. 200 1 3	

vvasnington,	D.C. 20549	

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

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 3235-0287 Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) <u>Udemy</u>, <u>Inc.</u> [UDMY] Brown Gregory Scott Director X 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) (Middle) below) below) (Last) (First) 02/15/2024 President and CEO C/O UDEMY, INC. 600 HARRISON STREET, 3RD FLOOR 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting SAN 94107 CA Person **FRANCISCO** Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of 6. Ownership 7. Nature Execution Date, Securities Beneficially orm: Direct (Month/Day/Year) if any Code (Instr. 5) (D) or Indirect Beneficial (Month/Day/Year) Owned Following Reported (I) (Instr. 4) Ownership (Instr. 4) (A) or (D) Transaction(s) v Price Code Amount (Instr. 3 and 4) 999,068 Common Stock 02/15/2024 40,030(1) D \$14.01 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Conversion Execution Date, Transaction Derivative **Expiration Date** Amount of Derivative derivative Ownership of Indirect (Month/Day/Year) Derivative Security or Exercise if any Code (Instr. (Month/Day/Year) Securities Security Securities Form: **Beneficial** Underlying Derivative Beneficially (Instr. 3) Price of Derivative (Month/Day/Year) Securities Acquired (Instr. 5) Direct (D) Ownership (Instr. 4) or Indirect (I) (Instr. 4) Owned (A) or Disposed of (D) (Instr. 3, 4 Security Security (Instr. 3 and 4) Following Reported

Explanation of Responses:

1. Shares withheld to satisfy certain tax obligations incurred with respect to the vesting and settlement of Restricted Stock Units

Remarks:

/s/ Daniel Horwood, Attorney- 02/15/2024 in-Fact

Transaction(s) (Instr. 4)

** Signature of Reporting Person Date

Amount or Number

Shares

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).

Code

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.

and 5)

(A)

(D)

Exercisable