**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. **Name and Address of Reporting Person**
   
   Sudbury Stephanie Stapleton
   
   (Last) (First) (Middle)
   
   C/O Udemy, Inc.
   
   600 Harrison Street, 3rd Floor
   
   San Francisco, CA 94107

2. **Issuer Name and Ticker or Trading Symbol**
   
   Udemy, Inc. [ UDMY ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   09/15/2023

4. **If Amendment, Date of Original Filed**
   
   (Month/Day/Year)

5. **Relationship of Reporting Person(s) to Issuer**
   
   Director
   
   10% Owner
   
   Other (specify below)
   
   President, Udemy Business

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   X Form filed by One Reporting Person
   
   Form filed by More than One Reporting Person

**Rule 10b5-1(c) Transaction Indication**

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.

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/15/2023</td>
<td></td>
<td>Code V</td>
<td>Amount (A) or (D)</td>
<td>Price</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

**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").

**Remarks:**

/s/ Daniel Horwood, Attorney-in-Fact 09/19/2023

**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).**


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.