FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

					1		-()				iipaiiy Act c			_							
Name and Address of Reporting Person* Hiles Heather					2. Issuer Name and Ticker or Trading Symbol Udemy, Inc. [UDMY]								(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Tilles Heather					<u> </u>	V: — 2								_	C Direct	tor	10% Owner		vner		
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 06/22/2023										Officer (give title below)		Other (s pelow)	specify		
600 HARRISON ST					4 If A	4. If Amondment, Date of Original Filed (Month/Day/Veer)								6 Ir	6. Individual or Joint/Group Filing (Check Applicable						
3RD FLOOR				4. " ^	If Amendment, Date of Original Filed (Month/Day/Year)									Line)							
JAD FLOOR					1										X Form filed by One Reporting Person						
					1										Form filed by More than One Reporting						
(Street)					1										Person						
SAN		CA	94107																		
FRANC	ISCO `	JA.	54107	110/		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.											ended to					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3) 2. Transacti				ion 2A. Deemed Execution Date,				3. 4. Securities Acquired (A Disposed Of (D) (Instr. 3.								6. Ownership Form: Direct		7. Nature of Indirect			
(Month/Day/					//Year)				Code (Instr. 5)			,,,		Beneficially Owned Following		(D) or Indirect (I)		Beneficial Ownership			
							\vdash	\vdash						Report		(Instr. 4)	- [(Instr. 4)			
							C	Code	V	Amount	(1	A) or D)	Price		ction(s) 3 and 4)						
Common Stock 06/22/20					2023				A		18,590	(1) A		\$0	34,080		D				
		Ta	ıble II -	Derivati											y Owne	ed					
				(e.g., pu	ts, cal	ls, v	varrant	s, op	ption	s, c	onvertib	le s	ecur	ities)							
1. Title of Derivative Security	2. Conversion or Exercis		Execu	3A. Deemed Execution Date, if any		5. Number nstr. of		Ex	xpiratio	n Da		7. Title and Amount of Securities			Price of erivative ecurity	9. Number derivative Securities	of 10. Ownershi Form:		11. Nature of Indirect Beneficial		
(Instr. 3)	r. 3) Price of (Month/Day Derivative				8)	nou.	Derivativ	e `					nderlying (I		nstr. 5)	Beneficiall	y Dire	Direct (D)	Ownership		
							Securitie Acquired									Owned Following		direct 1str. 4)	(Instr. 4)		
	Security					(A) or	' I					tr. 3 an	id 4)		Reported	""	1511. 4)				
							Disposed of (D)		'				1		Transactio	n(s)					
							4								(instr. 4)		1				
			1				(Instr. 3, 4 and 5)														
													Amo	ount							
			1									or									
			1					l Da	Date		Expiration		Nun	nber			1				
			Code V (A) (D)				Exercisable Date		Title Shares		res										
		,							-	_											

Explanation of Responses:

1. Represents the grant of Restricted Stock Units (RSUs) for Board and Committee service under the Udemy, Inc. Outside Director Compensation Policy. The RSUs will fully vest on the earlier of (i) the date of the next annual meeting of stockholders of the Issuer following today or (ii) on the one year anniversary of the grant date.

Remarks:

/s/ Sarah Tian, Attorney-in-06/22/2023 **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.