FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	VAL
OMB Number:	3235-0287
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hours ner resnonse:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

					01 0		(II) OI LIIE II		00.	.,,,	. 20.0							
Name and Address of Reporting Person* Qiu Richard					2. Issuer Name and Ticker or Trading Symbol Udemy, Inc. [UDMY]								onship of Repor Ill applicable) Director	ŭ	on(s) to	Issuer 10% Ow	ner	
(Last) C/O UDEMY, INC.	(First)	(Mi	ddle)		3. Date of Earliest Transaction (Month/Day/Year) 08/24/2023						X	Officer (give title below) Other (specify be President, New Ventures			pecify below)			
600 HARRISON STREET, 3RD FLOOR				4	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individ							
(Street)														Form filed by	More tha	an One	Reporting Per	son
SAN FRANCISCO	CA	94	107	_ F	Rule 10b5-1(c) Transaction Indication													
(City)	(State)	(Zi	0)		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																	
Dat				Date	ransaction e					ities Acquired (A) or Dispo r. 3, 4 and 5)		Disposed Of	Beneficially Ov Following Rep		ned Form: D		7. Nature of Indirect Beneficial	
				Ì		(Month/I	Day/Year)	Code	v	Amount		(A) or (D)	Price	Transaction(s) (Instr. 3			/	Ownership (Instr. 4)
Common Stock			08/2	24/2023		S ⁽¹⁾		4,610 D		\$10.39	544,59	596		D				
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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		e (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year) Underlying D (Instr. 3 and				Amount or		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	l _v	(A)	(D)	Date Exercis	able	Expiration Date	Title		Number of Shares		(Instr. 4))		

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 08/24/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. \star 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of **Udemy, Inc.** (the "Company"), hereby constitutes and appoints:

- 1. Ken Hirschman, Daniel Horwood and Barbara Gunnufson of the Company and James Babikian and Andrew Chew of Wilson Sonsini Goodrich & Rosati, Professional Corporation, each the undersigned's true and lawful attorneys-in-fact, to prepare on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain EDGAR codes enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC; and
- 2. The General Counsel, the Director, Equity Management and any Associate General Counsel of the Company, and each of the responsible attorneys and paralegals of Wilson Sonsini Goodrich & Rosati, P.C., each the undersigned's true and lawful attorneys-in-fact and each with full power of substitution and resubstitution, to complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorneys-in-fact shall in their discretion determine to be required or advisable pursuant to Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company.

The undersigned further authorizes each of the said attorneys-in-fact to do all acts necessary in order to file such forms with the SEC, any securities exchange or national association, the Company and such other persons or agencies as any such attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 23rd day of August, 2023.

/s/ Richard Qiu					