

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2026

COURSERA, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction  
of Incorporation)

001-40275

(Commission File Number)

45-3560292

(I.R.S. Employer  
Identification No.)

2440 West El Camino Real,  
Suite 500

Mountain View, California

(Address of Principal Executive Offices)

94040

(Zip Code)

Registrant's Telephone Number, Including Area Code: (650) 963-9884

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.00001 par value	COUR	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Emerging growth company

## Item 2.01 Completion of Acquisition or Disposition of Assets.

On May 11, 2026, Coursera, Inc., a Delaware public benefit corporation (the “Company”), completed its previously announced combination with Udemy, Inc., a Delaware corporation (“Udemy”), pursuant to that certain Agreement and Plan of Merger, dated as of December 17, 2025 (the “Merger Agreement”), by and among Udemy, the Company and Chess Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of the Company (“Merger Sub”). Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into Udemy (the “Merger”), with Udemy continuing as the surviving corporation and as a wholly owned subsidiary of the Company.

Pursuant to the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each share of common stock, par value \$0.00001 per share, of Udemy (“Udemy Common Stock”) issued and outstanding immediately prior to the Effective Time, except for certain shares owned by the Company, Udemy or Merger Sub, was converted into the right to receive 0.800 shares of common stock (the “Exchange Ratio”), par value \$0.00001 per share, of the Company (“Company Common Stock”), together with cash in lieu of fractional shares of Company Common Stock, determined in accordance with the terms of the Merger Agreement.

At the Effective Time, each option to purchase shares of Udemy Common Stock (a “Udemy Stock Option”) and each stock appreciation right in respect of shares of Udemy Common Stock (a “Udemy SAR”) that was outstanding and unexercised immediately prior to the Effective Time, whether vested or unvested, was converted into the right to receive (without interest), less applicable tax withholdings, a number of shares of Company Common Stock equal to the product of (1) the Net Option Share Amount (as defined below), *multiplied by* (2) the Exchange Ratio. The “Net Option Share Amount” means, with respect to each Udemy Stock Option or Udemy SAR, as applicable, the quotient of (i) the product of (x) the excess, if any, of the Merger Consideration Value (as defined below) over the applicable per share exercise price as of immediately prior to the Effective Time, *multiplied by* (y) the number of shares of Udemy Common Stock subject to such Udemy Stock Option or Udemy SAR, as applicable, as of immediately prior to the Effective Time, *divided by* (ii) the Merger Consideration Value. The “Merger Consideration Value” means the product of (A) \$4.78, which is the average closing price of Company Common Stock for the five full trading days preceding the closing date of the Merger, *multiplied by* (B) the Exchange Ratio. Udemy Stock Options and Udemy SARs with a per-share exercise price equal to or greater than the Merger Consideration Value were cancelled for no consideration.

At the Effective Time, each restricted stock unit award covering shares of Udemy Common Stock that was outstanding immediately prior to the Effective Time and was not subject to performance-based vesting conditions (a “Udemy RSU Award”) and was not granted in respect of services to a non-employee director of Udemy was assumed by the Company and converted into a restricted stock unit award covering Company Common Stock (a “Company RSU Award”) having the same terms and conditions as applied to the corresponding Udemy RSU Award as of immediately prior to the Effective Time, except that each such Company RSU Award covers a number of shares of Company Common Stock (rounded to the nearest whole number of shares) equal to the product of (1) the number of shares of Udemy Common Stock that were subject to the Udemy RSU Award as of immediately prior to the Effective Time, *multiplied by* (2) the Exchange Ratio.

At the Effective Time, each Udemy RSU Award that was granted in respect of the holder’s services as a non-employee director of Udemy (a “Director Award”) and was outstanding immediately prior to the Effective Time became fully vested and converted into the right to receive the number of shares of Company Common Stock (rounded to the nearest whole number of shares) equal to the product of (1) the number of shares of Udemy Common Stock that were subject to the Director Award as of immediately prior to the Effective Time, *multiplied by* (2) the Exchange Ratio.

At the Effective Time, each restricted stock unit award covering shares of Udemy Common Stock that was outstanding immediately prior to the Effective Time and was subject to performance-based vesting conditions (a “Udemy PSU Award”) was assumed by the Company and converted into a Company RSU Award having the same terms and conditions as applied to the corresponding Udemy PSU Award as of immediately prior to the Effective Time, except that each such Company RSU Award covers that number of shares of Company Common Stock (rounded to the nearest whole number of shares) equal to the product of (1) the number of shares of Udemy Common Stock that were subject to the Udemy PSU Award as of immediately prior to the Effective Time, assuming performance at the greater of target and the actual level of performance as of immediately prior to the Effective Time, *multiplied by* (2) the Exchange Ratio.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is filed herewith as Exhibit 2.1 and is incorporated herein by reference.

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### **Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth in Item 5.03 is incorporated into this Item 3.03 by reference.

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

#### ***Director Resignations and Appointments***

In accordance with the Merger Agreement, in connection with the closing of the Merger (the “Closing”), the board of directors of the Company (the “Board”) consisted of nine (9) directors, (i) six (6) of whom were designated by the Company from among the directors of the Company as of the date of the Merger Agreement, including the Chair of the Board and the Chief Executive Officer of the Company, and (ii) three (3) of whom were designated by Udem from among the directors of Udem as of the date of the Merger Agreement (each, an “Udem Director Designee”).

In connection with the Closing, each of Amanda M. Clark, Susan W. Muigai and Sabrina L. Simmons resigned from the Board and any and all committees thereof. Such resignations were not the result, in whole or in part, of any disagreement with the Company or the Company’s management. At the time of such resignations, Ms. Clark served on the Company’s Audit Committee and Human Resources and Compensation Committee, Ms. Muigai served on the Company’s Human Resources and Compensation Committee, and Ms. Simmons served as the chair of the Company’s Audit Committee.

In connection with the Closing, Sohaib Abbasi, Marylou Maco and Lydia Paterson, each of whom were directors of Udem as of the date of the Merger Agreement, were appointed to the Board effective immediately following the Closing, with (1) Ms. Paterson appointed to serve as a Class II director with a term expiring, and up for election, at the Company’s 2026 annual meeting of stockholders, and (2) Mr. Abbasi and Ms. Maco appointed to serve as Class III directors with a term expiring at the Company’s 2027 annual meeting of stockholders. In addition, (1) Mr. Abbasi was appointed as a member of the Company’s Human Resources and Compensation Committee, (2) Ms. Maco was appointed as a member of the Company’s Nominating and Corporate Governance Committee and (3) Ms. Paterson was appointed as the chair of the Company’s Audit Committee, with each respective Board committee member to hold office until his or her resignation or removal or as otherwise determined by the Board. In addition, Christopher D. McCarthy, a current director of the Company, was appointed as a member of the Company’s Audit Committee and the Human Resources and Compensation Committee, and removed from the Company’s Nominating and Corporate Governance Committee, effective immediately following the Closing.

Prior to the Closing, Sohaib Abbasi served as a member of Udem’s board of directors since July 2023. Mr. Abbasi has served as a senior advisor at TPG Global, a private equity firm, since July 2017, and previously as a member of Balderton Capital’s Executive Council from January 2018 to June 2023. From 2004 to 2015, Mr. Abbasi served as the Chief Executive Officer of Informatica Corporation, a data integration company, where he also served as the Chair and a member of the board of directors. Mr. Abbasi previously served in various executive roles at Oracle Corporation. Mr. Abbasi served on the boards of Elastic, N.V. from July 2022 to September 2025 and McAfee Corp from November 2018 to March 2022. Mr. Abbasi holds a B.S. and an M.S. in computer science from the University of Illinois at Urbana-Champaign.

Prior to the Closing, Marylou Maco served as a member of Udem’s board of directors since December 2024. Ms. Maco has served on the board of directors of Avaya, LLC, a cloud communications company, since May 2023. Ms. Maco has also served as Chief Revenue and Customer Experience Officer at Avaya, LLC since December 2023. Prior to Avaya, Ms. Maco served as the Executive Vice President of Worldwide Sales and Field Operations at Genesys Cloud Services, Inc., a customer experience software company, from July 2020 to January 2023. Before Genesys, Ms. Maco served in several sales executive leadership positions, including at Oracle Corporation, Hewlett Packard Enterprise and CognitiveScale Corporation. Notably, Ms. Maco also spent more than two decades at Cisco Systems. Ms. Maco attended Penn State University, where she studied management and related support services.

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Prior to the Closing, Lydia Paterson served as a member of Udeemy's board of directors since December 2019. Ms. Paterson most recently served as an operating partner at Prosus N.V. from April 2024 to December 2024. Ms. Paterson previously served as Chief Executive Officer at OLX Group B.V., a global online classified marketplace and Prosus subsidiary, from March 2023 to April 2024, and as Chief Financial Officer from June 2016 to February 2023. Prior to that, Ms. Paterson served as the Vice President, Global Finance and Corporate FP&A for PayPal Holdings, Inc, an online payments company, from 2012 to 2016. She also served in various finance executive roles at eBay, Inc., a multinational e-commerce platform, from 1999 to 2012, and earlier served in various accounting roles at Coopers & Lybrand (subsequently PricewaterhouseCoopers) from 1993 to 1998. Ms. Paterson received a B.B.A. from Simon Fraser University. She has been designated by the Board as an "audit committee financial expert" as defined by regulations of the Securities and Exchange Commission (the "SEC").

Other than as described in this Item 5.02, there are no other arrangements or understandings between Mr. Abbasi, Ms. Maco or Ms. Paterson, on the one hand, and the Company, on the other hand, or any other person pursuant to which Mr. Abbasi, Ms. Maco or Ms. Paterson was appointed as a director of the Company or related party transactions between Mr. Abbasi, Ms. Maco and Ms. Paterson, on the one hand, and the Company, on the other hand, that are required to be disclosed under Item 404(a) of Regulation S-K.

#### ***Entry into Indemnification Agreements***

In connection with the Udeemy Director Designees' election to the Board, the Company will enter into the Company's standard form of indemnification agreement with each Udeemy Director Designee.

#### ***Compensation of Udeemy Director Designees***

Following their election to the Board, the Udeemy Director Designees will be eligible to participate in the Company's non-employee director compensation program and receive annual cash retainers and annual RSU awards, the material terms of which are described under the heading "Non-Employee Director Compensation" in the Amendment No. 1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2025 filed with the SEC on April 30, 2026, which description is incorporated herein by reference.

#### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 11, 2026 and prior to the Effective Time, the Company amended its Amended and Restated Certificate of Incorporation by filing with the Secretary of State of the State of Delaware a certificate of amendment (the "Charter Amendment") to increase the number of authorized shares of Company Common Stock from 300,000,000 shares to 600,000,000 shares. The Charter Amendment was authorized and adopted by the Board in accordance with Section 242(b)(1) of the General Corporation Law of the State of Delaware. The Company's stockholders adopted the Charter Amendment at a Special Meeting of Stockholders held on April 9, 2026. The Charter Amendment became effective upon filing and prior to the Effective Time.

The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Charter Amendment, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

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**Item 8.01 Other Matters.**

On May 11, 2026, the Company issued a press release announcing the completion of the previously announced Merger. A copy of that press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.****(a) Financial Statement of Business Acquired.**

Financial statements, to the extent required by this Item 9.01, will be filed by amendment to this Current Report on Form 8-K no later than 71 days following the date that this Current Report on Form 8-K is required to be filed.

**(b) Pro Forma Financial Information.**

Pro forma financial information, to the extent required by this Item 9.01, will be filed by amendment to this Current Report on Form 8-K no later than 71 days following the date that this Current Report on Form 8-K is required to be filed.

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
2.1 <sup>†</sup>	Agreement and Plan of Merger, dated December 17, 2025, by and among Coursera, Inc., Udemy, Inc. and Chess Merger Sub, Inc. ( <a href="#">incorporated by reference to Exhibit 2.1 to Coursera's Form 8-K filed on December 17, 2025 (File No. 333-293728)</a> ).
<a href="#">3.1</a>	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Coursera, Inc.
10.1	Form of Indemnification Agreement ( <a href="#">incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on October 31, 2025 (File No. 001-40275)</a> ).
<a href="#">99.1</a>	Press Release of Coursera, Inc., dated May 11, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

<sup>†</sup> Schedules (or similar attachments) have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company hereby undertakes to furnish supplementally copies of any of the omitted schedules upon request by the SEC.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**COURSERA, INC.**

By: /s/ Alan B. Cardenas

Alan B. Cardenas

Senior Vice President, General Counsel and Secretary

Date: May 11, 2026

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**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
COURSERA, INC.  
A PUBLIC BENEFIT CORPORATION**

Coursera, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”), hereby certifies as follows:

**FIRST:** The name of the corporation is Coursera, Inc.

**SECOND:** The original certificate of incorporation of the corporation was filed with the Secretary of State of the State of Delaware on October 7, 2011 under the original name of Dkandu, Inc. and most recently amended and restated pursuant to an Amended and Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on April 5, 2021 (the “**Existing Certificate**”).

**THIRD:** In accordance with the provisions of Section 242 of the General Corporation Law, the board of directors of the Corporation duly adopted resolutions proposing to amend the Existing Certificate as set forth herein (the “**Amendment**”), declaring the Amendment to be advisable and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor.

**FOURTH:** Article IV(A) of the Existing Certificate is hereby amended and restated in its entirety to read as follows:

**ARTICLE IV**

A. Classes of Stock. The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is Six Hundred Ten Million (610,000,000), of which Six Hundred Million (600,000,000) shares shall be Common Stock, \$0.00001 par value per share (the “**Common Stock**”), and of which Ten Million (10,000,000) shares shall be Preferred Stock, \$0.00001 par value per share (the “**Preferred Stock**”). The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the board of directors of the Corporation (the “**Board**”) in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in the certificate of incorporation of the Corporation, as amended from time to time (this “**Certificate**” or “**Certificate of Incorporation**”), the only stockholder approval required shall be the affirmative vote of a majority of the voting power of the Common Stock and the Preferred Stock so entitled to vote, voting together as a single class.

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**FIFTH:** At a special meeting of stockholders called and held in accordance with the provisions of the General Corporation Law, the Amendment was duly approved and adopted by the stockholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law.

**SIXTH:** The Amendment shall be effective upon the filing hereof.

*[Signature appears on next page]*

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**IN WITNESS WHEREOF**, this Certificate of Amendment has been executed by a duly authorized officer of this corporation on this 11th day of May, 2026.

**COURSERA, INC.**

By: /s/ Alan B. Cardenas

Name: Alan B. Cardenas

Title Senior Vice President, General Counsel and Secretary

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## **Coursera Completes Combination with Udemy to Build the World’s Most Comprehensive Skills Platform**

*Combined company uniquely positioned to connect skills discovery, development, and verified mastery in a rapidly changing, AI-driven labor market*

*Enhances ability to build AI-powered, agentic solutions for skills development in the flow of work*

*Unites a global ecosystem encompassing 290 million learners, 18,000 enterprise customers, 95,000 instructors, and hundreds of university and industry partners*

**MOUNTAIN VIEW, Calif. – May 11, 2026** – Coursera, Inc. (NYSE: COUR) today announced the completion of its combination with Udemy, Inc. The transaction strengthens the combined company’s ability to accelerate AI-powered innovation and shape how skills are discovered, developed, and verified at a pivotal moment in global talent transformation.

“The close of this transaction marks the beginning of a new chapter for our combined company. Together, Coursera and Udemy have the scale, the data, and the talent to move faster and build something bold: the world’s most comprehensive skills platform for the AI era,” said Greg Hart, CEO of Coursera. “The need to continuously learn and master new skills has never been greater. Powered by the scale of our combined global ecosystem, we are moving beyond a content catalog to create a more adaptive, intelligent, and agentic skills delivery system — one that more directly connects skills development in the flow of work to real-world outcomes, helping individuals grow their careers and enabling organizations to empower the next generation of talent.”

### **Creates greater value, impact, and choice**

As AI reshapes the skills required for nearly every role, individuals and organizations need a trusted partner to move faster, from identifying emerging skills to building and verifying mastery through a more integrated and complete skills development solution. Coursera and Udemy unite a global ecosystem of 95,000 content creators, encompassing hundreds of world-class educators alongside a dynamic instructor marketplace. This foundation enables the combined company to address the full talent lifecycle, from practical application of skills in the flow of work to high-quality credentials valued for rigor and trust.

### **Accelerates AI-powered product innovation**

The combination expands Coursera’s capacity to invest in AI-native product innovation and agentic solutions, powered by the enhanced scale of its proprietary data and a deeper understanding of how the world learns and the skills employers value most. By connecting learning signals from more than 290 million learners with workforce insights from 18,000 enterprise customers, Coursera will build on the network effects of a unified global platform to accelerate a more connected and data-driven skills economy — linking skills intelligence, verified attainment, and real-world context to deliver more relevant and measurable learning experiences.

Together, Coursera and Udemy are better positioned to accelerate a skills-first future, helping individuals master emerging skills to advance their careers and empowering organizations with the capabilities to develop and deploy talent at the pace of technological change. Additional updates for learners, customers, instructors, and partners will be shared over time on the Coursera Blog at <https://blog.coursera.org>.

## **Strengthens financial profile and value creation opportunity**

The transaction enhances Coursera’s financial profile, with combined annual revenue of more than \$1.5 billion in 2025, structural margin expansion, and increased capacity to invest in product innovation and platform capabilities. As previously announced, the combination is expected to generate meaningful operating efficiencies, with anticipated run-rate annual cost synergies of \$115 million within 24 months of closing. The company expects to realize a significant majority of these synergies within the first year. Together, these benefits are expected to support a stronger operating model and increase the company’s ability to invest in its long-term strategy.

The company is also committed to executing a sizable share repurchase program, reflecting Coursera’s confidence in its long-term strategy and the substantial value creation opportunity for the business and its stockholders. The company expects to announce further details regarding its share repurchase program within the next two weeks.

## **Leadership and Corporate Governance Updates**

As previously announced, Greg Hart will continue to serve as Chief Executive Officer, and Mike Foley will continue to serve as Chief Financial Officer. The Board consists of nine directors, including six continuing on the Coursera Board and three formerly on the Udemy Board. Andrew Ng will continue to serve as Chairman of the Board.

Additional information about Coursera’s management team and Board is available at <https://investor.coursera.com/governance/management>.

## **Transaction and Closing Details**

The transaction was announced on December 17, 2025, and approved by Coursera and Udemy stockholders on April 9, 2026.

Under the terms of the transaction, each outstanding share of Udemy common stock (except for shares owned directly by Coursera, Udemy or Chess Merger Sub, Inc.) was exchanged for 0.800 shares of Coursera common stock. Coursera did not issue fractional shares; former Udemy stockholders received cash in lieu of any fractional share of Coursera common stock to which they otherwise would have been entitled. Former Coursera stockholders own approximately 59% and former Udemy stockholders own approximately 41% of the combined company, on a fully diluted basis.

Coursera will continue to trade under the ticker symbol “COUR” on the New York Stock Exchange. With the closing of the transaction, Udemy’s common stock is being delisted and will no longer trade on NASDAQ.

## **About Coursera**

Coursera was launched in 2012 by Andrew Ng and Daphne Koller with a mission to provide universal access to world-class learning. Today, it is one of the largest online learning platforms in the world. Coursera partners with leading university and industry partners to offer a broad catalog of content and credentials, including courses, Specializations, Professional Certificates, and degrees. Coursera’s platform innovations — including generative AI-powered features like Coach, Role Play, and Course Builder, and role-based solutions like Skills Tracks — enable instructors, partners, and companies to deliver scalable, personalized, and verified learning. Institutions worldwide rely on Coursera to upskill and reskill their employees, students, and citizens in high-demand fields such as GenAI, data science, technology, and business, while learners globally turn to Coursera to master the skills they need to advance their careers. Coursera is a Delaware public benefit corporation and a B Corp.

## Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties. Any statements contained in this press release that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terms such as: “accelerate,” “anticipate,” “believe,” “can,” “continue,” “could,” “demand,” “design,” “estimate,” “expand,” “expect,” “intend,” “may,” “might,” “mission,” “need,” “objective,” “ongoing,” “outlook,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” “would,” or the negative of these terms, or other comparable terminology intended to identify statements about the future. These forward-looking statements include, but are not limited to, statements regarding the expected benefits of our business combination with Udemy and the outlook for our results of operations and financial condition (including potential synergies) following such business combination; the expansion of our market opportunity; the global demand to embrace new skills; our progress in our growth initiatives; the opportunity to build a more comprehensive and adaptive skills platform designed for the AI era; our commitment to creating more personalized, engaging, and AI-native learning experiences; our initiatives to strengthen our position as a trusted source for verified learning; our mission to provide universal access to world-class learning; the demand for online learning; the strength of our customer and content creator relationships; the demand from learners to use our offerings to master career advancing skills; anticipated features and benefits of our offerings; the anticipated utility of our non-GAAP financial measures; anticipated growth rates; and our financial outlook, future financial and operational performance, and expectations, including our financial outlook for the second quarter of 2026 and full year 2026; among others. These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from the information expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, the following: our ability to attract, engage, and retain learners; our ability to increase sales of our offerings; our limited operating history; the relative nascency of online learning solutions and generative AI; risks related to market acceptance and demand for our offerings; our ability to maintain and expand our existing content creator relationships and to develop new partnerships with universities, industry leaders, and subject matter experts; our dependence on the supply of content created by our partners; risks related to our AI innovations and AI generally; risks related to the business combination, including our ability to retain and hire key personnel and maintain relationships with customers, vendors and others with whom we do business as a result of the business combination; the impact of the business combination on our operating results and business generally; the outcome of any legal proceedings related to the business combination; the ability to successfully integrate Coursera’s and Udemy’s operations and business on a timely basis or otherwise in accordance with the standards and obligations applicable to the combined company as a public benefit corporation and as a B Corp.; our ability to implement our plans, forecasts and other expectations with respect to the combined company’s business and realize expected synergies and other benefits of the business combination within the expected timeframe or at all; potential business disruptions arising from the business combination; our ability to compete effectively; adverse impacts on our business and financial condition due to macroeconomic or market conditions; our ability to manage our growth; regulatory and/or policy matters or changes impacting us or our content creators; risks related to intellectual property; cybersecurity and privacy risks and regulations; potential disruptions to our platform; risks related to operations, regulatory, economic, and geopolitical conditions; current and future legal and regulatory matters; the impact of actions to improve operational efficiencies and operating costs; our history of net losses and ability to achieve or sustain profitability; natural disasters, public health crises, or other catastrophic events; and our status as a certified B Corp, as well as the risks and uncertainties discussed in our most recently filed annual and quarterly reports on Forms 10-K and 10-Q and subsequent filings and as detailed from time to time in our SEC filings. You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance, or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. Such forward-looking statements relate only to events as of the date of this press release. We undertake no obligation to update any forward-looking statements except to the extent required by law.

**Contacts**

For investors: Cam Carey, [ir@coursera.org](mailto:ir@coursera.org)

For media: Arunav Sinha, [press@coursera.org](mailto:press@coursera.org)