

Exhibit Index						
Exhibit Number	Description	Form	File No.	Exhibit Number	Filing Date	Filed/Furnished Herewith
<a href="#">2.1**</a>	<a href="#">Membership Interest Purchase Agreement, dated as of June 28, 2021, by and among 2U, Inc., edX Inc. and Circuit Sub LLC. Interest Purchase Agreement, dated as of June 28, 2021, by and among 2U, Inc., edX Inc. and Circuit Sub LLC.</a>	8-K	001-36376	2.1	June 29, 2021	
<a href="#">2.2</a>	<a href="#">Amendment No. 1 to Membership Interest Purchase Agreement, dated as of November 16, 2021, by and between 2U, Inc. and edX Inc.</a>	10-K	001-36376	2.3	March 1, 2022	
<a href="#">3.1</a>	<a href="#">Amended and Restated Certificate of Incorporation of the Registrant.</a>	8-K	001-36376	3.1	June 10, 2022	
<a href="#">3.2</a>	<a href="#">Amended and Restated Bylaws of the Registrant.</a>	8-K	001-36376	3.1	December 20, 2022	
<a href="#">4.1</a>	<a href="#">Specimen stock certificate evidencing shares of Common Stock.</a>	S-1/A	333-194079	4.2	March 17, 2014	
<a href="#">4.2</a>	<a href="#">Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.</a>					X
<a href="#">4.3</a>	<a href="#">Indenture, dated as of April 23, 2020, between 2U, Inc. and Wilmington Trust, National Association.</a>	8-K	001-36376	4.1	April 27, 2020	
<a href="#">4.4</a>	<a href="#">Form of 2.25% Convertible Senior Note due May 1, 2025 (included as Exhibit A to Exhibit 4.3).</a>	8-K	001-36376	4.2	April 27, 2020	
<a href="#">4.5</a>	<a href="#">Indenture, dated as of January 11, 2023, between 2U, Inc. and Wilmington Trust, National Association.</a>	8-K	001-36376	4.1	January 13, 2023	
<a href="#">4.6</a>	<a href="#">Form of 4.50% Senior Unsecured Convertible Notes due 2030 (included as Exhibit A to Exhibit 4.5).</a>	8-K	001-36376	4.2	January 13, 2023	
<a href="#">10.1*</a>	<a href="#">Services Agreement, by and between the Registrant and University of Southern California, on behalf of the USC Rossier School of Education, dated as of October 29, 2008, as amended to date.</a>	S-1	333-194079	10.1	February 21, 2014	
<a href="#">10.2*</a>	<a href="#">Master Services Agreement, by and between the Registrant and University of Southern California, on behalf of School of Social Work, dated as of April 12, 2010, as amended.</a>	S-1	333-194079	10.1	February 21, 2014	
<a href="#">10.2.1*</a>	<a href="#">Second Addendum to the Master Services Agreement, by and between the Registrant and University of Southern California, on behalf of the School of Social Work, dated as of March 14, 2014.</a>	S-1/A	333-194079	10.2.1	March 17, 2014	
<a href="#">10.2.2*</a>	<a href="#">Amendment to Master Services Agreement, by and between the Registrant and University of Southern California, on behalf of School of Social Work, dated as of November 5, 2015.</a>	10-K	001-36376	10.2.2	March 10, 2016	