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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

2U, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11279 (MEW)

(Jointly Administered)

Related Docket No. 176

**NOTICE OF CONVERSION OF
THE REORGANIZED PARENT TO A DELAWARE LIMITED LIABILITY COMPANY**

**TO ALL HOLDERS OF CLAIMS AND INTERESTS AND OTHER PARTIES IN
INTEREST:**

PLEASE TAKE NOTICE that on September 9, 2024, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”), entered an order [Docket No. 176] (the “**Combined Order**”) approving the *Disclosure Statement for the Joint Prepackaged Plan of Reorganization of 2U, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 20] (as the same may have been modified, supplemented, and amended, the “**Disclosure Statement**”) and confirming the *Second Amended Joint Prepackaged Plan of Reorganization of 2U, Inc. and Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 90] (as modified, amended, and including all supplements and exhibits thereto, the

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: 2U, Inc. (5939); edX LLC (8554); 2U GetSmarter, LLC (9643); 2U Harkins Road LLC (N/A); 2U NYC, LLC (N/A); 2U KEIH Holdco, LLC (3837); CritiqueIt, Inc. (5532); edX Boot Camps LLC (8904); and 2U GetSmarter (US), LLC (9802). The Debtors’ mailing address is 2345 Crystal Drive, Suite 1100, Arlington, Virginia 22202.

“*Plan*”)² (attached as **Exhibit A** to the Combined Order) of the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”).

PLEASE TAKE FURTHER NOTICE that the Effective Date occurred on September 13, 2024.

PLEASE TAKE FURTHER NOTICE that, in accordance with the Plan, the Restructuring Transactions Memorandum (which was filed as Exhibit E to the Plan Supplement [Docket No. 118], and the Combined Order, on the Effective Date, the Reorganized Parent converted to a Delaware limited liability company that will file on the Effective Date an IRS Form 8832 pursuant to which it will elect to be classified as an association taxable as a corporation for U.S. federal income tax purposes effective as of the conversion.

PLEASE TAKE FURTHER NOTICE that the Disclosure Statement, the Plan, the Combined Order, the Restructuring Transactions Memorandum, or any other document filed in these Chapter 11 Cases, may be obtained free of charge by: (a) accessing the Bankruptcy Court’s website at www.nysb.uscourts.gov; (b) contacting the Office of the Clerk of the Court at United States Bankruptcy Court for the Southern District of New York; (c) on the website of the Debtors’ proposed claims and noticing agent, Epiq Corporate Restructuring, LLC (“*Epiq*”), at <https://dm.epiq11.com/2U>; or (d) contacting Epiq directly at (877) 525-5725 (toll free U.S. and Canada) and (360) 803-4441 (International).

IF YOU HAVE ANY QUESTIONS ABOUT THIS NOTICE, PLEASE CONTACT EPIQ BY CALLING (877) 525-5725 (TOLL FREE U.S. AND CANADA) OR (360) 803-4441 (INTERNATIONAL).

² Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Plan and the Confirmation Order, as applicable.

LATHAM & WATKINS LLP

Dated: September 13, 2024
New York, New York

By: /s/ George A. Davis
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