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NASDAQ
THE NASDAQ OMX GROUP

Received

MAR 27 2014

Washington, DC 20549

William Slattery, CFA
Vice President
Listing Qualifications

By Electronic Mail

March 27, 2014

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

CERTNARS

001-36346

Dear Mr. Thomas:

This is to certify that on March 25, 2014 The Nasdaq Stock Market (the "Exchange") received from 2U, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.001 per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery