

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Sunlands Online Education Group

(Exact name of Registrant as specified in Its charter)

Cayman Islands
(State or other jurisdiction of incorporation
or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

**Building 4-6, Chaolai Science Park, No. 36
Chuangyuan Road, Chaoyang District,
Beijing, 100012, the People's Republic of China**
(Address of principal executive offices)

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

**Title of each class
to be so registered**
American Depositary Shares ("ADSs"), each 25
representing one Class A Ordinary Share

**Name of each exchange on
which each class is to be
registered**
New York Stock Exchange

Class A Ordinary Shares, par value US\$0.00005 per share*

New York Stock Exchange*

* Not for trading, but only in connection with the listing of the American depositary shares on the New York Stock Exchange. The American depositary shares represent the right to receive the Class A Ordinary Shares and are being registered under the Securities Act of 1933 pursuant to a separate Registration Statement on Form F-6. Accordingly, the American depositary shares are exempt from registration under Section 12(b) of the Securities Exchange Act of 1934 pursuant to Rule 12a-8 thereunder.

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates: 333-223190

Securities to be registered pursuant to Section 12(g) of the Act: None

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

The description of the securities to be registered will be contained in a prospectus that forms a part of the registrant's Registration Statement on Form F-1 (File No. 333-223190) originally filed with the Securities and Exchange Commission on February 23, 2018, as amended, relating to such securities and is to be filed pursuant to Rule 424(b) under the Securities Act of 1933 (such prospectus as filed pursuant to Rule 424(b), the "Prospectus"). The description of the securities contained in the Prospectus is hereby incorporated by reference into this Form 8-A. Copies of such description will be filed with the New York Stock Exchange LLC.

ITEM 2. EXHIBITS.

Under the instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Sunlands Online Education Group

By: /s/ Yipeng Li

Name: Yipeng Li

Title: Chief Financial Officer

March 15, 2018