

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2021

Commission File Number: 001-38923

GSX Techedu Inc.

**Tower C, Beyondsoft Building, 7 East Zone,
10 Xibeiwang East Road
Haidian District, Beijing 100193
People's Republic of China
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

SIGNATURES

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, thereunto duly authorized.

GSX Techedu Inc.

By: /s/ Nan Shen

Name: Nan Shen

Title: Chief Financial Officer

Date: May 10, 2021

[Signature Page to Form 6-K]

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GSX Techedu Inc. to Hold an Extraordinary General Meeting on June 4, 2021

Beijing, May 10, 2021 — GSX Techedu Inc. (“GSX” or the “Company”) (NYSE: GOTU), a leading online K-12 large-class after-school tutoring service provider in China, today announced that it will hold an Extraordinary General Meeting of Shareholders (the “EGM”) at Tower C, Beyondsoft Building, 7 East Zone, 10 Xibeiwang East Road, Haidian District, Beijing 100193, People’s Republic of China at 5pm (Beijing Time) on June 4, 2021.

The purpose of the EGM is for the Company’s shareholders to consider, and if thought fit, approve the change of the Company’s legal name from “GSX Techedu Inc.” to “Gaotu Techedu Inc.” The proposed name change will not affect any rights of shareholders or the Company’s operations and financial position.

The board of directors of the Company has fixed the close of business on May 17, 2021 as the record date (the “Record Date”) in order to determine the shareholders entitled to receive notice of the EGM or any adjourned or postponed meeting thereof. The Notice of EGM and form of proxy for the EGM are available on the Company’s website at <http://gsx.investorroom.com>.

Holders of the Company’s ordinary shares whose names are on the register of members of the Company at the close of business on the Record Date are entitled to attend the EGM and any adjournment or postponement thereof in person. Holders of the Company’s American depositary shares (“ADSs”) who wish to exercise their voting rights for the underlying shares must act through Deutsche Bank Trust Company Americas, the depositary of the Company’s ADS program.

About GSX Techedu Inc.

GSX Techedu is a technology-driven education company and leading online K-12 large-class after-school tutoring service provider in China. The Company offers K-12 courses covering all primary and secondary grades through the brand Gaotu K12 as well as foreign language, professional and interest courses through the brand Gatotu College. The Company adopts an online live large-class format to deliver its courses, which the Company believes is the most effective and scalable model to disseminate scarce high-quality teaching resources to aspiring students in China. Big data analytics permeates each aspect of the Company’s business and facilitates the application of the latest technology to improve teaching delivery, student learning experience, and operational efficiency.

For further information, please contact:

GSX Techedu Inc.
Ms. Sandy Qin, CFA
E-mail: ir@gaotu.cn

Christensen

In China
Ms. Vivian Wang
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E-mail: Eyuan@christensenir.com

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Ms. Linda Bergkamp
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GSX Techedu Inc.
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: GOTU)

NOTICE OF EXTRAORDINARY GENERAL MEETING
to be held on June 4, 2021
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of GSX Techedu Inc. (the “**Company**”) will be held at Tower C, Beyondsoft Building, 7 East Zone, 10 Xibeiwang East Road, Haidian District, Beijing 100193, People’s Republic of China, at 5pm (Beijing Time) on June 4, 2021, and at any adjourned or postponed meeting thereof, for the following purposes:

1. To consider and, if thought fit, pass the following resolution as a special resolution:

“**RESOLVED**, as a special resolution:

THAT the change of the Company’s legal name from “GSX Techedu Inc.” to “Gaotu Techedu Inc.”, which has been approved by the resolutions of the Company’s board of directors, be and hereby is, authorized and approved; and

THAT each director or officer of the Company, be and hereby is, authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.”

The board of directors of the Company has fixed the close of business on May 17, 2021 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the EGM or any adjourned or postponed meeting thereof.

Holders of the Company’s ordinary shares whose names are on the register of members of the Company at the close of business on the Record Date are entitled to attend the EGM and any adjourned or postponed meeting thereof. Holders of the Company’s American depositary shares (“**ADSs**”) who wish to exercise their voting rights for the underlying shares must act through Deutsche Bank Trust Company Americas, the depositary of the Company’s ADS program.

Shareholders may obtain a copy of the Company’s annual report, free of charge, from the Company’s website at <http://gsx.investorroom.com>, or by contacting GSX Techedu Inc. at ir@gaotu.cn, or by writing to GSX Techedu Inc. at Tower C, Beyondsoft Building, 7 East Zone, 10 Xibeiwang East Road, Haidian District, Beijing 100193, People’s Republic of China, telephone: +86 10 8282-6826.

By Order of the Board of Directors,
GSX Techedu Inc.

By: /s/ Larry Xiangdong Chen

Name: Larry Xiangdong Chen

Title: *Chairman of the Board of Directors*

Beijing, China,
May 10, 2021

GSX Techedu Inc.
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: GOTU)

Form of Proxy for Extraordinary General Meeting
to Be Held on June 4, 2021
(or any adjourned or postponed meeting thereof)

Introduction

This form of proxy (the “**Form of Proxy**”) is furnished in connection with the solicitation by the board of directors of GSX Techedu Inc. (the “**Board**”), a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding ordinary shares, par value US\$0.0001 per share, of the Company (the “**Ordinary Shares**”) to be exercised at the Extraordinary general meeting of the Company (the “**EGM**”) to be held at Tower C, Beyondsoft Building, 7 East Zone, 10 Xibeiwang East Road, Haidian District, Beijing 100193, People’s Republic of China, at 5pm (Beijing Time) on June 4, 2021, and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying notice of the EGM (the “**EGM Notice**”).

Only the holders of record of the Ordinary Shares at the close of business on May 17, 2021 (the “**Record Date**”) are entitled to receive notice of and to vote at the EGM. In respect of the matters requiring shareholders’ vote at the EGM, each Class A Ordinary Share is entitled to one vote and each Class B Ordinary Share is entitled to ten votes. The quorum of the EGM is one or more shareholders holding shares which carry in aggregate (or representing by proxy) not less than one-third of all votes attaching to all issued and outstanding shares and entitled to vote at the EGM, present in person or by proxy. This Form of Proxy and the accompanying EGM Notice will be first mailed to the shareholders of the Company on or about May 27, 2021.

The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the EGM as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman of the EGM acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the EGM, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the EGM. However, if any other matter properly comes before the EGM, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing with the Company a duly signed revocation at its registered office at Maples Corporate Services Limited PO Box 309 Uglund House, Grand Cayman, KY1-1104, Cayman Islands, with a copy delivered to its offices at Tower C, Beyondsoft Building, 7 East Zone, 10 Xibeiwang East Road, Haidian District, Beijing 100193, People’s Republic of China, or (ii) by voting in person at the EGM.

To be valid, this Form of Proxy must be completed, signed and returned to the Company’s offices (to the attention of: Nan Shen at Tower C, Beyondsoft Building, 7 East Zone, 10 Xibeiwang East Road, Haidian District, Beijing 100193, People’s Republic of China as soon as possible so that it is received by the Company no later than 48 hours before the time of the EGM.

GSX Techedu Inc.
(Incorporated in the Cayman Islands with limited liability)
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Form of Proxy for Extraordinary General Meeting
to Be Held on June 4, 2021
(or any adjourned or postponed meeting thereof)

I/We _____ of _____, being the registered holder of _____ Ordinary Shares *, par value US\$0.0001 per share, of GSX Techedu Inc. (the "Company"), hereby appoint the Chairman of the Extraordinary General Meeting or _____ of _____ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting† (or at any adjourned or postponed meeting thereof) of the Company to be held at Tower C, Beyondsoft Building, 7 East Zone, 10 Xibeiwang East Road, Haidian District, Beijing 100193, People's Republic of China, at 5pm (Beijing Time) on June 4, 2021, and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit 3.

No.	RESOLUTION	FOR ‡	AGAINST 3	ABSTAIN 3
1.	It is resolved as a special resolution: THAT the change of the Company's legal name from "GSX Techedu Inc." to "Gaotu Techedu Inc." which has been approved by the resolutions of the Company's board of directors, be and hereby is, authorized and approved; and THAT each director or officer of the Company, be and hereby is, authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.			

Dated _____, 2021 Signature(s)§ _____

- * Please insert the **number** and **class** (i.e., Class A or Class B) of Ordinary Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- † **If any proxy other than the Chairman of the Extraordinary General Meeting is preferred, strike out the words "the Chairman of the Extraordinary General Meeting or" and insert the name and address of the proxy desired in the space provided.** A shareholder may appoint one or more proxies to attend and vote in his stead. **Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.**
- ‡ **IMPORTANT: If you wish to vote for a particular resolution, tick the appropriate box marked "for". If you wish to vote against a particular resolution, tick the appropriate box marked "against". If you wish to abstain from voting on a particular resolution, tick the appropriate box marked "abstain".**
- § This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under seal or executed under the hand of an officer or attorney duly authorized to sign the same.

GSX Techedu Inc.
 (Incorporated in the Cayman Islands with limited liability)
 (NYSE Ticker: GOTU)

Ballot for the Extraordinary General Meeting
 Held on June 4, 2021
 (or any adjourned or postponed meeting thereof)

I/We _____ of _____, being the registered holder of _____ ordinary shares 1, par value US\$0.0001 per share, of GSX Techedu Inc. (the “Company”), hereby cast my ballot as follows:

No.	RESOLUTION	FOR2	AGAINST 2	ABSTAIN 2
1.	<p>It is resolved as a special resolution: THAT the change of the Company’s legal name from “GSX Techedu Inc.” to “Gaotu Techedu Inc.” which has been approved by the resolutions of the Company’s board of directors, be and hereby are, authorized and approved, and the Company’s memorandum and articles of association, be and hereby is, amended to reflect the change of the Company’s legal name; and</p> <p>THAT each director or officer of the Company, be and hereby is, authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.</p>			

Signature(s)3 _____

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- 1 Please insert the **number** and **class** (i.e., Class A or Class B) of ordinary shares registered in your name(s) to which this proxy relates. If no number is inserted, this ballot will be deemed to relate to all the shares in the Company registered in your name(s).
 - 2 **IMPORTANT:** If you wish to vote for a particular resolution, tick the appropriate box marked “for”. If you wish to vote against a particular resolution, tick the appropriate box marked “against”. If you wish to abstain from voting on a particular resolution, tick the appropriate box marked “abstain”.
 - 3 This ballot must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under seal or executed under the hand of an officer or attorney duly authorized to sign the same.