
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 March 2022

Commission File Number: 001-38203

RYB Education, Inc.

4/F, No. 29 Building, Fangguyuan Section 1, Fangzhuang
Fengtai District, Beijing 100078
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 x 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): "

Exhibit Index

Exhibit No.	Description
99.1	Press Release
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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.

RYB Education, Inc.

By : /s/ Hao Gu
Name : Hao Gu
Title : Chief Financial Officer

Date: March 3, 2022

RYB Education, Inc. Announces Divestiture of Directly Operated Kindergarten Business and Proposes the Change of Name

BEIJING, March 3, 2022 -- **RYB Education, Inc.** (“RYB” or the “Company”) (NYSE: RYB) announces that its subsidiaries have entered into termination agreements with certain variable interest entities, a decision made after careful consideration of the regulatory landscape and the Company's development needs. By entering into those termination agreements, RYB will no longer have contractual control over its directly operated kindergarten business (the “Divesture”). The Divesture aims to fully address compliance requirements with regard to relevant laws and regulations (including the *Opinions of the State Council on Deepening Reform and Standardized Development of Preschool Education*, the *Regulations on the Implementation of the Law on the Promotion of Private Education*, and the *Preschool Education Law (Draft for Comments)*). Concurrently, the Company is proposing to change its name from RYB Education Inc. to Gravitas Education Holdings Inc., subject to approval at the next extraordinary general meeting.

This Divestiture improves the Company’s ability to adapt to evolving industry trends, enhance compliance with regulation, expand its range of products and services, and be a strong sector leader. The Company will continue to develop its preschool education business in Singapore and overseas, and its domestic business will undergo a strategic transformation: Leveraging its long experience and deep insight in the early childhood education industry and its strength in curriculum development, teacher training and management process, the Company is well-positioned to provide end-to-end services across brand, content, systems, training, and more, to educational institutions. The divested kindergartens will continue to be operated by the current management team, ensuring consistency and continued delivery of high quality education to students.

This Divesture includes the termination of agreements by and among Beijing RYB Technology Development Co., Ltd. (“our WFOE”), Beijing RYB Children Education Technology Development Co., Ltd. (“our VIE”) and its shareholders. As compensation for the termination of VIE agreements, an aggregate amount of RMB158.5 million will be paid in installments to our WFOE. At the same time, to ensure ongoing stability and sustained provision of quality kindergarten education, our WFOE has entered into service agreements at arm’s length terms, following market prices and conditions, with our VIE. The audit committee of the board of the directors of the Company, with the assistance of a third-party financial advisor, has independently reviewed and approved the Divesture as a related party transaction at arm’s length terms. The Divesture proposal was submitted to the board of directors of the Company, and was officially approved on February 21, 2022.

About RYB Education, Inc.

Founded on the core values of “Care” and “Responsibility,” “Inspire” and “Innovate,” RYB Education, Inc. is a leading early childhood education service provider in China. Since opening its first play-and-learn center in 1998, the Company has grown and flourished with the mission to provide high-quality, individualized and age-appropriate care and education to nurture and inspire each child for his or her betterment in life. During its two decades of operating history, the Company has built “RYB” into a well-recognized education brand and helped bring about many new educational practices in China’s early childhood education industry. RYB’s comprehensive early childhood education solutions meet the needs of children from infancy to 6 years old through structured courses at kindergartens and play-and-learn centers, as well as at-home educational products and services.

For more information, please visit <http://ir.rybbaby.com>.

Safe Harbor Statement

This announcement contains forward-looking statements. These statements are made under the “safe harbor” provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as “will,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” “confident” and similar statements. Statements that are not historical facts, including statements about the Company’s beliefs and expectations, are forward-looking statements. Forward-looking statements involve inherent risks and uncertainties. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement, including but not limited to the following: the Company’s brand recognition and market reputation; the Company’s growth strategies; trends and competition in China’s early childhood education market; changes in its revenues and certain cost or expense items; the expected growth of the Chinese early childhood education market; Chinese governmental policies relating to the Company’s industry and general economic conditions in China. Further information regarding these and other risks is included in the Company’s filings with the SEC. All information provided in this press release and in the attachments is as of the date of this press release, and the Company undertakes no obligation to update any forward-looking statement, except as required under applicable law.

For investor and media inquiries, please contact:

In China:

RYB Education, Inc.
Investor Relations
E-mail: ir@rybbaby.com

The Piacente Group, Inc.
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In the United States:

The Piacente Group, Inc.
Brandi Piacente
Tel: +1-212-481-2050
E-mail: ryb@tpg-ir.com

RYB Education, Inc. to Hold an Extraordinary General Meeting on May 13, 2022

Beijing, March 3, 2022 -- **RYB Education, Inc.** ("RYB" or the "Company") (NYSE: RYB), a leading early childhood education service provider in China, today announced that it will hold an Extraordinary General Meeting of Shareholders (the "**EGM**") at 4/F, No. 28 Building, Fangguyuan Section 1, Fangzhuang Fengtai District, Beijing 100078, People's Republic of China, at 10:00 am (Beijing Time) on May 13, 2022.

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 "RYB Education, Inc." to "Gravitas Education Holdings, 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 March 14, 2022 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.

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 Citibank, N.A., the depositary of the Company's ADS program.

The notice of the EGM is available on the Company's website at <http://ir.rybbaby.com>.

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For more information, please visit <http://ir.rybbaby.com>.

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For investor and media inquiries, please contact:**In China:**

RYB Education, Inc.
Investor Relations
E-mail: ir@rybbaby.com

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RYB Education, Inc.
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: RYB)

NOTICE OF EXTRAORDINARY GENERAL MEETING
to be held on May 13, 2022
(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of RYB Education, Inc. (the “Company”) will be held at 4/F, No. 28 Building, Fangguyuan Section 1, Fangzhuang Fengtai District, Beijing 100078, People’s Republic of China, at 10:00 am (Beijing Time) on May 13, 2022, 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 “RYB Education, Inc.” to “Gravitas Education Holdings, 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 March 14, 2022 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 Citibank, N.A., 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://ir.rybbaby.com>, or by contacting RYB Education, Inc. at ir@rybbaby.com, or by writing to RYB Education, Inc. at 4/F, No. 28 Building, Fangguyuan Section 1, Fangzhuang Fengtai District, Beijing 100078, People’s Republic of China, telephone: +86 10 8767-5611.

By Order of the Board of Directors,
RYB Education, Inc.

By: /s/ Gang Chen
Name: Gang Chen
Title: *Chairman of the Board of Directors*

Beijing, China,
March 3, 2022

RYB Education, Inc.
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: RYB)

Form of Proxy for Extraordinary General Meeting
to Be Held on May 13, 2022
(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 RYB Education, Inc. (the “**Board**”), a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding ordinary shares, par value US\$0.001 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 4/F, No. 28 Building, Fangguyuan Section 1, Fangzhuang Fengtai District, Beijing 100078, People’s Republic of China], at 10:00 am (Beijing Time) on May 13, 2022, 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 March 14, 2022 (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 March 21, 2022.

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, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, with a copy delivered to its offices at 4/F, Building 28, Block 1, Fangguyuan, Fangzhuang, Fengtai District, Beijing 100078, 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: Fang Xin, telephone: +86 10 8767-5611) at 4/F, Building 28, Block 1, Fangguyuan, Fangzhuang, Fengtai District, Beijing 100078, 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.

RYB Education, Inc.
(Incorporated in the Cayman Islands with limited liability)
(NYSE Ticker: RYB)

Form of Proxy for Extraordinary General Meeting
to Be Held on May 13, 2022
(or any adjourned or postponed meeting thereof)

I/We _____ of _____, being the registered holder of _____ Ordinary Shares ^{*}, par value US\$0.001 per share, of RYB Education, 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 4/F, No. 28 Building, Fangguyuan Section 1, Fangzhuang Fengtai District, Beijing 100078, People's Republic of China, at 10:00 am (Beijing Time) on May 13, 2022, 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 [‡].

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 "RYB Education, Inc." to "Gravitas Education Holdings, 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 _____, 2022

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.

RYB Education, Inc.
 (Incorporated in the Cayman Islands with limited liability)
 (NYSE Ticker: RYB)

Ballot for the Extraordinary General Meeting
 Held on May 13, 2022
 (or any adjourned or postponed meeting thereof)

I/We _____ of _____, being the registered holder of _____ ordinary shares ¹, par value US\$0.001 per share, of RYB Education, Inc. (the “Company”), hereby cast my ballot as follows:

No.	RESOLUTION	FOR ²	AGAINST ²	ABSTAIN ²
1.	It is resolved as a special resolution: THAT the change of the Company’s legal name from “RYB Education, Inc.” to “Gravitas Education Holdings, Inc.,” which has been approved by the resolutions of the Company’s board of directors, be and hereby are, 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.			

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.
-