#### Edgar Filing: 2U, Inc. - Form 4

2U, Inc.

Form 4										
	5									
April 03, 2015 FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSI Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287	
Check thi if no long	F CHANGES IN BENEFICIAL OWNERSHIP					NFRSHIP OF	Expires:	January 31, 2005		
Section 16.				SECURITIES				Estimated a burden hou	rs per	
Form 5	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						response	0.5		
obligation	<sup>18</sup> Section	-					-	f 1935 or Sectio	n	
may conti <i>See</i> Instru	inue.		of the In	•	•					
1(b).	letton	. ,			1.					
(Print or Type R	Responses)									
	1									
				2. Issuer Name <b>and</b> Ticker or Trading ymbol				5. Relationship of Reporting Person(s) to Issuer		
			-	[TWOU]	1					
(Last)	(First)	(Middle)		Earliest Tr	-			(Chec	k all applicable	e)
(Lust)	(1150)	(initiale)	(Month/D		ansaction			_X_ Director	10%	Owner
C/O 2U, INC., 8201 CORPORATE			04/01/2015					XOfficer (give	e title Other	er (specify
DRIVE, SU	ITE 900							below) Chief I	Executive Offic	er
	(Street)		4. If Ame	ndment, Da	te Original			6. Individual or Jo	oint/Group Filin	1g(Check
			ith/Day/Year)				Applicable Line)			
								_X_ Form filed by O	One Reporting Pe Iore than One Re	
LANDOVE	R, MD 20785	5						Person		porting
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecurit	ties Acc	uired, Disposed of	f, or Beneficial	lly Owned
1.Title of	2. Transaction			3.				5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Y		on Date, if	Transactio Code	on(A) or Dis (D)	sposed	l of	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(instr. 5)		any (Month/	/Day/Year)	(Instr. 8)	(D) (Instr. 3, 4	1 and 5	5)	Owned	Indirect (I)	Ownership
			-					Following	(Instr. 4)	(Instr. 4)
						(A)		Reported Transaction(s)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common	0.4.01.201.5				39,184	. ,		111.000	D	
Stock (1)	04/01/2015			А	<u>(2)</u>	А	\$0	114,330	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration E (Month/Day	Date	7. Title and 2 Underlying 3 (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 25.52	04/01/2015		A	80,515	(3)	04/01/2025	Common Stock	80,515

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Paucek Christopher J C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785	Х		Chief Executive Officer			

Date

## Signatures

Matthew J. Norden,	04/03/2015
attorney-in-fact	04/03/2013

<u>\*\*</u>Signature of Reporting Person

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The security represents restricted stock units granted to the reporting person. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
- (2) The restricted stock unit award will vest as to one-fourth of the underlying shares on each of April 1, 2016, 2017, 2018 and 2019, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
- The option award will vest as follows: 25% of the underlying shares will vest on April 1, 2016, and the remaining 75% of the underlying(3) shares will vest in equal monthly installments each month thereafter for 36 months, subject to the reporting person's continued service with the issuer as of the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.