

2U, Inc.
Form 3
January 29, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Mokkarala Harsha</p> <p>(Last) (First) (Middle)</p> <p>C/O 2U, INC.,Â 8201 CORPORATE DRIVE, SUITE 900</p> <p>(Street)</p> <p>LANDOVER,Â MDÂ 20785</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/20/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>2U, Inc. [TWOU]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Marketing Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 13,323 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 11/26/2023 | Common Stock | 23,105 | \$ 8.45 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 03/06/2024 | Common Stock | 18,820 | \$ 11 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 04/01/2025 | Common Stock | 7,648 | \$ 25.52 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 07/01/2025 | Common Stock | 9,602 | \$ 30.83 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mokkarala Harsha C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER,Â MDÂ 20785 | Â | Â | Â Chief Marketing Officer | Â |

Signatures

Matthew J. Norden,
attorney-in-fact

01/29/2016

 Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 7,271 of the shares underlying this option have already vested, and the remaining shares vest in equal monthly installments through July 1, 2017, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
 - (3) 4,593 of the shares underlying this option have already vested, and the remaining shares vest in equal monthly installments through January 31, 2018, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
 - (4) 25% of the shares underlying this option vest on April 1, 2016, and the remaining shares vest in 36 equal monthly installments thereafter, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
 - (5) 25% of the shares underlying this option vest on July 1, 2016, and the remaining shares vest in 36 equal monthly installments thereafter, subject to the reporting person's continued service with the issuer as of the applicable vesting date.

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Remarks:

ExhibitÂ ListÂ --Â ExhibitÂ 24.1Â PowerÂ ofÂ Attorney

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.