Hammond Rani Form 3 October 10, 2017

# FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

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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)

1. Name and Address of Reporting

Person \* Hammond Rani

(Last)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

10/09/2017

2U, Inc. [TWOU] 4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O 2U, INC., 7900 HARKINS **ROAD** 

(First)

(Middle)

(Street)

Director

\_X\_\_ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

LANHAM, MDÂ 20706

1. Title of Security

(Instr. 4)

(City) (State) (Zip)

> 2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

(Check all applicable)

Chief People Officer

4. Nature of Indirect Beneficial

Form: Direct (D) or Indirect (I)

(Instr. 5)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

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

SEC 1473 (7-02)

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 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)

Date

Exercisable

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise Price of

Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

**Expiration Title** Date

Amount or Number of Shares

Security: Derivative Security Direct (D) (I)

or Indirect

(Instr. 5)

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Hammond Rani
C/O 2U, INC.
7900 HARKINS ROAD
LANHAM. MDÂ 20706

## **Signatures**

/s/ Matthew J. Norden, attorney-in-fact

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

### No securities are beneficially owned

- \* 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).

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#### **Remarks:**

Exhibit List -- Exhibit 24.1 Power of 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.

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