Edgar Filing: Mokkarala Harsha - Form 4

Mokkarala H Form 4	Harsha										
February 20	, 2018										
FORM	ΠД								OMB AF	PROVAL	
	UNITE	D STATES		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or Form 5 obligations may continue. Filed pursuant to Section 17(a) of the Pul				CHANGES IN BENEFICIAL OWNI SECURITIES ection 16(a) of the Securities Exchange A ablic Utility Holding Company Act of 1 f the Investment Company Act of 1940					Expires: Januar Estimated average burden hours per response		
1(b).	ruction				Compun						
(Print or Type 1. Name and A	Responses) Address of Reporti	ng Person <u>*</u>	2. Issuer	r Name and	Ticker or	Tradii	ng	5. Relationship of	Reporting Pers	son(s) to	
Mokkarala Harsha			2. Issuer Name and Ticker or Trading Symbol 2U, Inc. [TWOU]					Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Check								
C/O 2U, INC., 7900 HARKINS ROAD			(Month/Day/Year) 04/03/2017					Director 10% Owner X Officer (give title Other (specify below) below) Chief Marketing Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
LANHAM,	MD 20706							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
(Instr. 3)		ar) Executio any	med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	04/03/2017			F	1,094	D	\$ 40.11	35,536	D		
Common Stock	01/31/2018			F	609	D	\$ 74.27	34,927	D		

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

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Mokkarala Harsha C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706			Chief Marketing Officer					
Signatures								
/s/ Matthew Norden, attorney-in-fact	den,		3					
**Signature of Reporting Person		Date						

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).

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.