

Paucek Christopher J
 Form 4
 April 03, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Paucek Christopher J

2. Issuer Name and Ticker or Trading Symbol
 2U, Inc. [TWOU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O 2U, INC., 7900 HARKINS ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

LANHAM, MD 20706
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/02/2018		F	V	\$ 13,511	D	83.78 155,771
Common Stock ⁽¹⁾	04/02/2018		A		\$ 31,238	D	0 187,009
Common Stock ⁽¹⁾	04/02/2018		A		\$ 32,726	D	0 219,735

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

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number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 84.03	04/02/2018		A	70,399	⁽⁴⁾ 04/02/2028	Common Stock 70,399
Employee Stock Option (right to buy)	\$ 84.03	04/02/2018		A	191,362	⁽⁵⁾ 04/02/2028	Common Stock 191,362

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paucek Christopher J C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706	X		Chief Executive Officer	

Signatures

/s/ Matthew Norden,
attorney-in-fact

04/03/2018

**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).
- (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-seventh of the underlying shares on each of April 1, 2019, 2020, 2021, 2022, 2023, 2024 and 2025, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
 - (3) The restricted stock unit award will vest as to one-fourth of the underlying shares on each of April 1, 2019, 2020, 2021 and 2022, subject to the reporting person's continued service with the issuer as of the applicable vesting date.

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- The option award will vest as follows: 25% of the underlying shares will vest on April 1, 2019, and the remaining 75% of the underlying
- (4) 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.
 - (5) The option award will vest in equal monthly installments for 84 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.

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