

2U, Inc.
Form 4
April 02, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
STAVIS ROBERT M

(Last) (First) (Middle)

C/O 2U, INC., 8201 CORPORATE DRIVE

(Street)

LANDOVER, MD 20785

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/02/2014		C	0 (1) (2) A (3)	0 (1) (2)	I	By funds (2) (4)

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

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SEC 1474 (9-02)

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. 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)	8. Price of Derivative Security (Instr. 5)
Series C Preferred Stock	(3)	04/02/2014		C	0	(3) (3)	Common Stock	0 \$ 0
Series D Preferred Stock	(3)	04/02/2014		C	0	(3) (3)	Common Stock	0 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAVIS ROBERT M C/O 2U, INC. 8201 CORPORATE DRIVE LANDOVER, MD 20785			X	

Signatures

/s/ Brian F. Leaf,
attorney-in-fact

04/02/2014

__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 2,594,620 shares held by the Funds as of the date hereof were received upon conversion of shares of Series C and Series D convertible preferred stock.

The reporting person is a director of Deer VII & Co. Ltd, which is the general partner of Deer VII & Co. L.P., which is the general partner of the Funds. The reporting person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest, if any, in the securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.

- (3) Effective upon the closing of the issuer's initial public offering of its common stock, each share of convertible preferred stock automatically converted into one share of common stock. The convertible preferred stock had no expiration date.

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- As of the date of this filing, Bessemer Venture Partners VII L.P. ("BVP VII") owns 830,278 shares of common stock, Bessemer Venture Partners VII Institutional L.P. ("BVP Institutional") owns 363,246 shares of common stock and BVP Special Opportunity Fund L.P. ("BVP SOF" and, together with BVP VII and BVP Institutional, the "Funds") owns 1,401,096 shares of common stock.
- (4) BVP VII owned 756,570 shares of Series C Preferred Stock, BVP Institutional owned 330,999 shares of Series C Preferred Stock and BVP SOF owned 1,276,713 shares of Series C Preferred Stock.
 - (5) BVP VII owned 73,708 shares of Series D Preferred Stock, BVP Institutional owned 32,247 shares of Series D Preferred Stock and BVP SOF owned 124,383 shares of Series D Preferred Stock.

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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