2U, Inc. Form 4 April 07, 2016

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

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

See Instruction 1(b).

obligations

may continue.

Form 5

(Print or Type Responses)

LARSON JOHN M

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol

2U, Inc. [TWOU]

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year) 04/05/2016

C/O 2U, INC., 8201 CORPORATE DRIVE, SUITE 900

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

LANDOVER, MD 20785

(City)	(State)	Zip) Table	e I - Non-D	erivative (Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Deemed 3. cution Date, if Transaction Code			equired d of (D) 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	04/05/2016		A	1,083 (2)	A	\$ 23.07 (3)	10,983	D	
Common Stock (1)	04/05/2016		A	2,384 (4)	A	\$0	13,367	D	
Common Stock (1)	04/05/2016		A	217 (2)	A	\$0	13,584	D	
Common Stock (1)	04/05/2016		A	217 (2)	A	\$ 23.07 (5)	13,801	D	
							392,888	I	

Common	Ву
Stock	Triumph
	Capital (6)

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)

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. Transact Code (Instr. 8)	5. Number iom 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 or Number of Shares
Employee Stock Option (right to	\$ 23.07	04/05/2016		A	4,957	<u>(7)</u>	04/01/2026	Common Stock	4,957

Reporting Owners

Relationships

LARSON JOHN M C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785

Signatures

buy)

Matthew J. Norden, attorney-in-fact 04/07/2016

**Signature of Reporting Person Date

Reporting Owners 2

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 shares underlying this restricted stock unit award will vest in full on April 1, 2017, subject to the reporting person's continued service as a director of the issuer as of that date.
- (3) The restricted stock units were issued to the reporting person in lieu of annual director retainer fees of \$25,000.
- The restricted stock unit award will vest as to one-third of the underlying shares on each of April 1, 2017, 2018 and 2019, subject to the reporting person's continued service as a director of the issuer as of the applicable vesting date.
- (5) The restricted stock units were issued to the reporting person in lieu of annual chairman retainer fees of \$5,000.
- (6) These shares are held by Triumph Capital, LLC ("Triumph"). The reporting person is the sole member of Triumph.
- (7) The option award will vest as to one-third of the underlying shares on each of April 1, 2017, 2018 and 2019, 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. 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.