

2U, Inc.  
Form 4  
April 07, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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, SUITE 900

(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)  
04/05/2016

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)
			Code	V	Amount or Price (A) or (D)		
Common Stock <sup>(1)</sup>	04/05/2016		A		1,083 <sub>(2)</sub> \$ 23.07 <sub>(3)</sub>	40,731	D
Common Stock <sup>(1)</sup>	04/05/2016		A		2,384 <sub>(4)</sub> \$ 0	43,115 <sub>(5)</sub>	D
Common Stock					0	I	By funds <sub>(6) (7)</sub>

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

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SEC 1474 (9-02)

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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. 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. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 23.07	04/05/2016		A	4,957	(8) 04/01/2026	Common Stock	4,957

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAVIS ROBERT M C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785	X			

## Signatures

Matthew J. Norden,  
attorney-in-fact

04/07/2016

\*\*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 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.

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- (4) 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.

The amount reported consists of 12,201 restricted stock units, each of which represents a contingent right to receive one share of common stock of the issuer, and shares of common stock of the issuer. The restricted stock units are held directly by the reporting person. 8,545 of

- (5) the shares are held directly by the reporting person, 10,847 of the shares are held by Stavis Ventures II, LLC, and the remaining 11,522 shares are held by Stavco Venture Holdings LLC. These entities are controlled by the reporting person, and the reporting person disclaims beneficial ownership of the shares held by these entities, except to the extent of his pecuniary interest therein.

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

- (6) 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.

As of the date of this filing, Bessemer Venture Partners VII L.P. ("BVP VII") owns 338,578 shares of common stock, Bessemer Venture

- (7) Partners VII Institutional L.P. ("BVP Institutional") owns 148,127 shares of common stock and BVP Special Opportunity Fund L.P. ("BVP SOF" and, together with BVP VII and BVP Institutional, the "Funds") owns 571,352 shares of common stock.

- (8) 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.

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