

2U, Inc.  
Form 10-Q/A  
February 12, 2018

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**

Amendment No. 1

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the quarterly period ended September 30, 2017

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the transition period from to

Commission File Number: 001-36376

**2U, INC.**

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(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**26-2335939**

(I.R.S. Employer Identification No.)

**7900 Harkins Road,**

**Lanham, MD**

(Address of principal executive offices)

**20706**

(Zip Code)

**(301) 892-4350**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

As of November 2, 2017, there were 52,222,343 shares of the registrant's common stock, par value \$0.001 per share, outstanding.



**EXPLANATORY NOTE**

2U, Inc. is filing this Amendment No. 1 (this Form 10-Q/A ) to its Quarterly Report on Form 10-Q for the three and nine month periods ended September 30, 2017, originally filed with the U.S. Securities and Exchange Commission on November 7, 2017 (the Original Form 10-Q ), solely to revise the certifications filed as Exhibits 31.1 and 31.2 to the Original Form 10-Q, which inadvertently omitted certain language regarding internal control over financial reporting required to be included in the introductory sentence of paragraph 4. This Form 10-Q/A does not reflect events occurring after the filing of the Original Form 10-Q and, other than the filing of the corrected certifications mentioned above, does not modify or update the disclosures in the Original Form 10-Q in any way.

**PART II. OTHER INFORMATION**

**Item 6. Exhibits**

The following exhibits are being filed herewith

<b>Exhibit Number</b>	<b>Description of the Document</b>
31.1	<u>Certification of Principal Executive Officer of 2U, Inc. pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of Principal Financial Officer of 2U, Inc. pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**2U, Inc.**

February 12, 2018

By:

*/s/ Christopher J. Paucek*  
Christopher J. Paucek  
Chief Executive Officer

February 12, 2018

By:

*/s/ Catherine A. Graham*  
Catherine A. Graham  
Chief Financial Officer