2U, Inc. Form 4 June 11, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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Check this box

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

1(b).

Common

Stock

06/10/2015

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * CHERNIS MARK			2. Issuer Name and Ticker or Trading Symbol 2U, Inc. [TWOU]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)			
(=100)	(= 2247)	()	(Month/Day/Year)				_X_ Director	10%	Owner	
C/O 2U, INC., 8201 CORPORATE DRIVE, SUITE 900			06/10/2015				Officer (give below)	e title Other below)	er (specify	
(Street) 4. If An			4. If Amendmer	nt, Date Origin	al		6. Individual or Joint/Group Filing(Check			
LANDOVE	ER, MD 20785	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table I - N	Non-Derivative	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		n Date, if Trans Code	tr. 8)	(A) or	of (D)	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 Beneficial Ownership (Instr. 4)	
Common Stock	06/10/2015		M <u>(1</u>	1,500	A	\$ 0.6	10,234	D		

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

 $S^{(1)}$ 

1,500

D

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D

28.75 8,734

#### Edgar Filing: 2U, Inc. - Form 4

# 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)	Code	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 or Number of Shares
Employee Stock Option (right to buy)	\$ 0.6	06/10/2015		M <u>(1)</u>	1,500	(3)	01/23/2019	Common Stock	1,500

## **Reporting Owners**

#### Relationships

CHERNIS MARK
C/O 2U, INC.
8201 CORPORATE DRIVE, SUITE 900
LANDOVER, MD 20785

### **Signatures**

Matthew J. Norden, attorney in fact 06/11/2015

\*\*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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 7, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.71 to \$28.83, inclusive. The reporting person undertakes to provide to 2U, Inc., any security holder of 2U, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (3) The shares underlying this option are fully vested.

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.

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