

2U, Inc.  
Form 4  
July 06, 2015

**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  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Paucek Christopher J

(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)  
07/01/2015

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/01/2015		M <sup>(1)</sup>	5,000 A	\$ 3.08 119,330	D	
Common Stock	07/01/2015		S <sup>(1)</sup>	5,000 D	\$ 31.35 114,330	D	
Common Stock	07/02/2015		M <sup>(1)</sup>	5,000 A	\$ 3.08 119,330	D	
Common Stock	07/02/2015		S <sup>(1)</sup>	5,000 D	\$ 30.05 114,330	D	

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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. 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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 3.08	07/01/2015		M <sup>(1)</sup>		5,000		<sup>(4)</sup>	02/27/2022	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 3.08	07/02/2015		M <sup>(1)</sup>		5,000		<sup>(4)</sup>	02/27/2022	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paucek Christopher J C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785	X		Chief Executive Officer	

## Signatures

Matthew J. Norden,  
attorney-in-fact

07/06/2015

\_\_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 August 11, 2014, and amended on March 3, 2015.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.84 to \$32.41, 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 footnotes (2) and (3) to this Form 4.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.80 to \$30.41, inclusive.

- (4) 25% of the shares underlying this option at the date of grant vested on January 1, 2013 and the remaining shares vest in 36 equal monthly installments thereafter, 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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