2U, Inc. Form 3 July 12, 2017

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** Number:

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January 31, 2005

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INITIAL STATEMENT OF 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 \*

(Last)

Sutphen David

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

07/10/2017

4. Relationship of Reporting Person(s) to Issuer

2U, Inc. [TWOU]

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O 2U, INC., Â 7900 HARKINS **ROAD** 

(Street)

Director \_X\_\_ Officer

10% Owner Other (give title below) (specify below) Chief Communications Officer

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

\_X\_ Form filed by One Reporting Person

Form filed by More than One

Reporting Person

LANHAM, MDÂ 20706

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

(Check all applicable)

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

Ownership Form of Derivative

Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

**Expiration Title** 

Date Exercisable Date Amount or Number of Shares

Derivative Security

Direct (D) or Indirect (I)

1

(Instr. 5)

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sutphen David

C/O 2U, INC.
7900 HARKINS ROAD

 Â Â Chief Communications Officer Â

LANHAM. MDÂ 20706

# **Signatures**

/s/ Matthew Norden, attorney-in-fact 07/12/2017

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

#### No securities are beneficially owned

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

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#### **Remarks:**

Exhibit List -- Exhibit 24.1 Power of Attorney

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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