KRAWCHECK SALLIE

Form 4 April 27, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB

Number: 3235-0287

January 31,

OMB APPROVAL

Expires: 2005
Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
obligations
may continue.

SECURITIES

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

See Instruction 1(b).

Common

Stock (1)

04/25/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * KRAWCHECK SALLIE		Symbol	2. Issuer Name and Ticker or Trading Symbol 2U, Inc. [TWOU]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O 2U, INO ROAD	(First) (M	(Month/D	-	ansaction			_X_ Director Officer (give below)	10%	Owner or (specify	
LANHAM,		Filed(Mor	ndment, Da nth/Day/Year	_	I		6. Individual or Jo Applicable Line) _X_ Form filed by N Person	-	rson	
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Security on (A) or Di (Instr. 3,	spose	d 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 (1)	04/25/2018		A	317 (2)	A	78.77	20,368	D		

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

A

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SEC 1474

(9-02)

D

21,066

(3)

\$0

698 (4) A

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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. Transactic Code (Instr. 8)	5. Number on f 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)	\$ 78.77	04/25/2018		A	1,504	<u>(5)</u>	04/25/2028	Common Stock	1,504

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

KRAWCHECK SALLIE C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706

X

Signatures

/s/ Matthew Norden, attorney-in-fact

04/27/2018

**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, 2019, 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.
- (4) The restricted stock unit award will vest as to one-third of the underlying shares on each of April 1, 2019, 2020 and 2021, subject to the reporting person's continued service as a director of the issuer as of the applicable vesting date.
- (5) The option award will vest as to one-third of the underlying shares on each of April 1, 2019, 2020 and 2021, 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.

Reporting Owners 2

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