

2U, Inc.
Form 4
April 07, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRAWCHECK SALLIE

(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)
04/05/2016

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock ⁽¹⁾	04/05/2016		A		1,083 ₍₂₎ \$ 23.07 ₍₃₎ 14,786	D	
Common Stock ⁽¹⁾	04/05/2016		A		2,384 ₍₄₎ \$ 0 17,170	D	
Common Stock ⁽¹⁾	04/05/2016		A		650 ₍₂₎ \$ 0 17,820	D	
Common Stock ⁽¹⁾	04/05/2016		A		217 ₍₂₎ \$ 23.07 ₍₅₎ 18,037	D	

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- (2) The shares underlying this restricted stock unit award will vest in full on April 1, 2017, 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, 2017, 2018 and 2019, subject to the reporting person's continued service as a director of the issuer as of the applicable vesting date.
- (5) The restricted stock units were issued to the reporting person in lieu of annual chair retainer fees of \$5,000.
- (6) The option award will vest as to one-third of the underlying shares on each of April 1, 2017, 2018 and 2019, 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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