

2U, Inc.
Form 4
December 02, 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 *
STAVIS ROBERT M

(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)
11/29/2016

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	(A) or (D)	Price
Common Stock	11/29/2016		S	0	(1)	D	\$ 0 (1)
Common Stock					111,908	(4) (5)	D

See Footnote (2) (3)

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

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAVIS ROBERT M C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785	X			

Signatures

/s/ Robert Stavis 12/01/2016
 __Signature of Date
 Reporting Person

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) On November 29, 2016, Bessemer Venture Partners VII, L.P. ("BVP VII") sold 2,318 shares of Common Stock of the Issuer (the "shares"), Bessemer Venture Partners VII Institutional L.P. ("BVP VII Inst") sold 1,013 shares, and BVP VII Special Opportunity Fund L.P. ("BVP VII SOF," and together with BVP VII and BVP VII Inst, the "Funds") sold 3,907 shares. The shares were sold in one execution at a price per share of \$35.24.
- (2) After the reported transaction, none of the Funds owned any shares.
- The reporting person is a director of Deer VII & Co. Ltd, which is the general partner of Deer VII & Co. L.P., which is the general partner of each of the Funds. The reporting person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest, if any, in the securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.
- (4) The amount reported includes 12,331 restricted stock units, each of which represents a contingent right to receive one share of common stock of the issuer. The restricted stock units are held directly by the reporting person. 28,130 shares are held directly by the reporting person, 35,707 shares are held by Stavis Ventures II, LLC ("Stavis Ventures"), and the remaining 35,740 shares are held by Stavco Venture Holdings LLC ("Stavco Venture Holdings"). Stavis Ventures and Stavco Venture Holdings are controlled by the reporting

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person, and the reporting person disclaims beneficial ownership of the shares held by these entities, except to the extent of his pecuniary interest therein, if any.

- (5) Includes 19,585 shares, 24,860 shares and 24,218 shares received by the reporting person, Stavis Ventures and Stavco Venture Holdings, respectively, in distributions-in-kind by the Funds on November 22, 2016, which distributions were made in accordance with the exemptions afforded by Rules 16a-9 and 16a-13 of the Securities Exchange Act of 1934, as amended.

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.