

2U, Inc.  
Form 8-K  
June 27, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

**June 26, 2018**

**2U, INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE**

(STATE OF INCORPORATION)

**001-36376**  
(COMMISSION FILE NUMBER)

**26-2335939**  
(IRS EMPLOYER ID. NUMBER)

**7900 Harkins Road**  
**Lanham, MD**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**20706**  
(ZIP CODE)

**(301) 892-4350**

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(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The 2018 Annual Meeting of Stockholders (the "Annual Meeting") of 2U, Inc. (the "Company") was held on Tuesday, June 26, 2018 at 2:00 p.m., Eastern time. As of the close of business on April 27, 2018, the record date for the Annual Meeting, there were 53,316,098 shares of the Company's common stock outstanding, with each share entitled to one vote. The holders of 52,000,908 shares of the Company's common stock were present in person or represented by proxy at the Annual Meeting. At the Annual Meeting, the Company's stockholders voted on four proposals. The proposals are described in more detail in the Company's definitive proxy statement on Schedule 14A as filed with the Securities and Exchange Commission on April 30, 2018. The voting results for each of the proposals is as follows:

Proposal 1

The stockholders voted upon and elected four Class I directors, nominated by the Board of Directors (the "Board") of the Company, to serve on the Board until the Company's 2021 annual meeting of stockholders and until their successors are duly elected and qualified or until their earlier death resignation or removal, with the following vote results:

Director	Votes For	Votes Withheld	Broker Non-Votes
Paul A. Maeder	32,424,603	14,178,336	5,397,969
Robert M. Stavis	36,238,904	10,364,035	5,397,969
Christopher J. Paucek	37,407,095	9,195,844	5,397,969
Gregory K. Peters	46,393,633	209,306	5,397,969

Proposal 2

The stockholders voted upon and ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2018 fiscal year, with the following vote results:

Votes For	Votes Against	Abstentions	Broker Non-Votes
51,934,130	9,364	57,414	0

Proposal 3

The stockholders voted upon and approved, on a non-binding advisory basis, the compensation of the Company's Named Executive Officers, with the following vote results:

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Votes For	Votes Against	Abstentions	Broker Non-Votes
44,342,768	2,090,848	169,323	5,397,969

Proposal 4

The stockholders voted upon and approved a stockholder proposal regarding a director election majority vote standard, with the following vote results:

Votes For	Votes Against	Abstentions	Broker Non-Votes
40,264,214	6,253,715	85,010	5,397,969

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

2U, INC.

By:	/s/ Christopher J. Paucek
Name:	Christopher J. Paucek
Title:	Chief Executive Officer

Date: June 27, 2018