### Edgar Filing: 2U, Inc. - Form 4

2U, Inc.

Form 4 April 02, 201	4										
*								OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 or	F CHAN	CHANGES IN BENEFICIAL OWNERSHIP SECURITIES						timated average rden hours per			
Form 5 obligations may continue. See Instruction 1(b). 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									0.0		
(Print or Type R	Responses)										
Maa Mishaal T			Symbol	<ol> <li>Issuer Name and Ticker or Trading</li> <li>Symbol</li> <li>Inc. [TWOU]</li> </ol>				5. Relationship of Reporting Person(s) to Issuer			
	2U, Inc.	(Check all applicable)									
			of Earliest Transaction Day/Year) 2014				X Director Officer (give below)		Owner er (specify		
				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LANDOVE	R, MD 20785							Form filed by M Person	1 0		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Executio any		3.	4. Securitie on(A) or Disp (Instr. 3, 4 a Amount	s Acq osed o	uired 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	
Common Stock	04/02/2014			С	167,431 (1)	A	<u>(2)</u>	1,319,233	Ι	By GSV Capital <u>(3)</u>	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 1 2 ()
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Series A Preferred Stock	(2)	04/02/2014		С	167	,431	(2)	(2)	Common Stock	167,431	

# **Reporting Owners**

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
Moe Michael T. C/O 2U, INC. 8201 CORPORATE DRIVE LANDOVER, MD 20785	Х			
Signatures				
/s/ Brian F. Leaf, attorney-in-fact	04	4/02/2014		

<u>\*\*</u>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) Represents shares received upon conversion of shares of Series A convertible preferred stock.
- (2) Effective upon the closing of the issuer's initial public offering of its common stock, each share of convertible preferred stock automatically converted into one share of common stock. The convertible preferred stock had no expiration date.
- (3) These shares are held by GSV Capital Corp. ("GSV"). The reporting person is the chief executive officer of GSV. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.