2U, Inc. Form 4 April 15, 2014

FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

obligations

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person * HALEY TIMOTHY M

2. Issuer Name and Ticker or Trading Symbol

2U, Inc. [TWOU]

(Last) (First) (Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

04/11/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

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response...

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burden hours per

C/O 2U, INC., 8201 CORPORATE DRIVE, SUITE 900

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

_X__ Director _X__ 10% Owner _ Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LANDOVER, MD 20785

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	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. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock (1)	04/11/2014		A	1,932 (2)	A	\$ 12.94 (3)	1,932	D	
Common Stock (1)	04/11/2014		A	3,864 (4)	A	\$0	5,796	D	
Common Stock (1)	04/11/2014		A	387 (2)	A	\$ 0	6,183	D	
Common Stock (1)	04/11/2014		A	387 (2)	A	\$ 12.94 (5)	6,570	D	
							7,234,906	I	

Common By funds Stock $\underline{(6)} \underline{(7)}$

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. Transactic 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.94	04/11/2014		A	7,389	(8)	04/11/2024	Common Stock	7,389

Reporting Owners

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

Signatures

/s/ Brian F. Leaf,
Attorney-in-fact

**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).

Reporting Owners 2

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- (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, 2015, 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, 2015, 2016 and 2017, 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 chairman retainer fees of \$5,000.
- (6) The total consists of 6,963,598 shares held by Redpoint Ventures III, L.P. ("Redpoint Ventures") and 271,308 shares held by Redpoint Associates III, LLC ("Redpoint Associates," and together with Redpoint Ventures, the "Funds").
- The shares held by Redpoint Ventures are indirectly held by Redpoint Ventures III, LLC, the general partner of Redpoint Ventures. The reporting person is a manager of Redpoint Ventures III, LLC and a manager of Redpoint Associates. The reporting person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest therein.
- (8) The option award will vest as to one-third of the underlying shares on each of April 1, 2015, 2016 and 2017, 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. 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.