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

2U, Inc.

Form 4									
November 02	2, 2015								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL	
Washington, D.C. 20549							OMB Number:	3235-0287	
Check thi if no long	ar.	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES					Expires:	January 31, 2005	
subject to Section 1 Form 4 or	6. STATEMENT						burden h	d average ours per	
Form 4 or Form 5 obligations may continue.response0.5Filed 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 19400.5									
(Print or Type F	Responses)								
1. Name and A COHEN RC	ddress of Reporting Person <u>*</u> DBERT	2. Issuer Name <b>an</b> Symbol 2U, Inc. [TWOU		Trading	g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest 7	Fransaction			(Chec	ск ан арриса	idie)	
			/Day/Year) /2015			Director 10% Owner X Officer (give title Other (specify below) below) President & C.O.O.			
			endment, Date Original nth/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
LANDOVE	R, MD 20785					Person	Nore than One	Reporting	
(City)	(State) (Zip)	Table I - Non-	Derivative	Securit	ties Ac	quired, Disposed o	f, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	any	on Date, if Transacti Code 'Day/Year) (Instr. 8)	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock			. mount			93,000	I	By Robert L. Cohen 2012 Irrevocable Trust <u>(1)</u>	
Common Stock	10/29/2015	М	24,350	А	\$ 3.08	358,299	D		

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 (9-02)

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# 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)

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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
Employee Stock Option (right to buy)	\$ 3.08	10/29/2015		М	24,350	(2)	02/13/2022	Common Stock	24,350

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 9 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Director	10% Owner	Officer	Other			
COHEN ROBERT C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785	)		President & C.O.O.				
Signatures							
Matthew J. Norden, attorney-in-fact	11/02/2015	5					
<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) These shares are held in a trust for the benefit of the reporting person's spouse and children. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities.
- (2) 25% of the shares underlying this option vested on January 1, 2013 and the remaining shares vest in 36 equal monthly installments thereafter, 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.