

2U, Inc.  
Form 4  
April 06, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Macias Edward S.

(Last) (First) (Middle)

C/O 2U, INC., 7900 HARKINS ROAD

(Street)

LANHAM, MD 20706

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
2U, Inc. [TWOU]

3. Date of Earliest Transaction (Month/Day/Year)  
04/04/2017

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 <sup>(1)</sup>     | 04/04/2017                           |  | A                              |   | 629 <sup>(2)</sup> A \$ 39.69 <sup>(3)</sup> 17,377   | D  |                                   |
| Common Stock <sup>(1)</sup>     | 04/04/2017                           |  | A                              |   | 1,385 <sup>(4)</sup> A \$ 0 18,762  | 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 displays a currently valid OMB control number.**

SEC 1474 (9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | \$ 39.69   | 04/04/2017                           |  | A                              | 2,899   | (5) 04/01/2027   | Common Stock  | 2,899                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Macias Edward S.<br>C/O 2U, INC.<br>7900 HARKINS ROAD<br>LANHAM, MD 20706 | X             |           |         |       |

## Signatures

/s/ Matthew J. Norden,  
attorney-in-fact  
Date: 04/06/2017

\*\*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) 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, 2018, 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, 2018, 2019 and 2020, subject to the reporting person's continued service as a director of the issuer as of the applicable vesting date.
  - (5) The option award will vest as to one-third of the underlying shares on each of April 1, 2018, 2019 and 2020, 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.

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

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