

Mokkarala Harsha
Form 4
November 13, 2017

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mokkarala Harsha

(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)
11/10/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Chief Marketing Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/10/2017		M ⁽¹⁾	8,518 A	\$ 22.67 47,869	D	
Common Stock	11/10/2017		M ⁽¹⁾	166 A	\$ 8.45 48,035	D	
Common Stock	11/10/2017		M ⁽¹⁾	11,253 A	\$ 11 59,288	D	
Common Stock	11/10/2017		S ⁽¹⁾	22,658 D	\$ 63.25 36,630	D	

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.67	11/10/2017		M	8,518	<u>(3)</u> 04/01/2026	Common Stock 8,518
Employee Stock Option (right to buy)	\$ 8.45	11/10/2017		M	166	<u>(4)</u> 11/26/2023	Common Stock 166
Employee Stock Option (right to buy)	\$ 11	11/10/2017		M	11,253	<u>(5)</u> 03/06/2024	Common Stock 11,253

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mokkarala Harsha C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706	Chief Marketing Officer

Signatures

/s/ Matthew Norden,
attorney-in-fact 11/13/2017

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.75 to \$63.60, inclusive. The reporting person undertakes to provide to 2U, Inc., any security holder of 2U, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (2) The option award vests as follows: 25% of the underlying shares vested on April 1, 2017, and the remaining 75% of the underlying shares
- (3) will vest in equal monthly installments each month thereafter for 36 months, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
- (4) The shares underlying this option are fully vested.
- (5) The option award vests as follows: 25% of the shares vested on January 31, 2015 , and the remaining shares vest in equal monthly installments through January 31, 2018, 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.

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