

2U, Inc.
Form 4
April 15, 2014

FORM 4

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

OMB APPROVAL

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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 *
STAVIS ROBERT M

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/11/2014

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 ⁽¹⁾	04/11/2014		A		1,932 ⁽²⁾ \$ 12.94 ⁽³⁾	D	
Common Stock ⁽¹⁾	04/11/2014		A		3,864 ⁽⁴⁾ \$ 0	D	
Common Stock					0	I	By funds ⁽⁵⁾ ⁽⁶⁾

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

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SEC 1474 (9-02)

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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. 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
Stock Option (right to buy)	\$ 12.94	04/11/2014		A	7,389	(7) 04/11/2024	Common Stock	7,389

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAVIS ROBERT M C/O BESSEMER VENTURE PARTNERS 1865 PALMER AVENUE, SUITE 104 LARCHMONT, NY 10538	X			

Signatures

/s/ Brian F. Leaf, Attorney-in-fact 04/15/2014

**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, 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.

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The reporting person is a director of Deer VII & Co. Ltd, which is the general partner of Deer VII & Co. L.P., which is the general partner of the Funds. The reporting person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest, if any, in the securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.

- (5) pecuniary interest, if any, in the securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.
- (6) As of the date of this filing, Bessemer Venture Partners VII L.P. ("BVP VII") owns 830,278 shares of common stock, Bessemer Venture Partners VII Institutional L.P. ("BVP Institutional") owns 363,246 shares of common stock and BVP Special Opportunity Fund L.P. ("BVP SOF" and, together with BVP VII and BVP Institutional, the "Funds") owns 1,401,096 shares of common stock.
- (7) 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.

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