

2U, INC.
Reported by
HALEY TIMOTHY M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/22/17 for the Period Ending 05/18/17

Address	7900 HARKINS ROAD LANHAM, MD 20706
Telephone	(301) 892-4350
CIK	0001459417
Symbol	TWOU
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
HALEY TIMOTHY M		2U, Inc. [TWOU]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O 2U, INC., 7900 HARKINS ROAD		5/18/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
LANHAM, MD 20706				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/18/2017		M		7389	A	\$12.94	23454	D	
Common Stock	5/18/2017		S		7389	D	\$39.71	16065	D	
Common Stock	5/18/2017		M		1652	A	\$23.07	17717	D	
Common Stock	5/18/2017		S		1652	D	\$39.71	16065	D	
Common Stock	5/18/2017		M		2698	A	\$25.52	18763	D	
Common Stock	5/18/2017		S		2698	D	\$39.71	16065	D	
Common Stock	5/18/2017		S		11557	D	\$39.71	4508	D	
Common Stock								0 (1)(3)	I	By Redpoint Ventures III, L.P. (1)(3)(4)
Common Stock								0 (2)(3)	I	By Redpoint Associates III, LLC (2)(3)(4)
Common Stock								90330 (1)(2)(3)	I	By Family Trust (5)
Common Stock								16827 (1)(2)(3)	I	By Partnership (6)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$12.94	5/18/2017		M		7389		(7)	4/11/2024	Common Stock	7389	\$0	0	D	
Employee Stock Option (right to buy)	\$25.52	5/18/2017		M		2698		(8)	4/1/2025	Common Stock	2698	\$0	1350	D	
Employee Stock Option (right to buy)	\$23.07	5/18/2017		M		1652		(9)	4/1/2026	Common Stock	1652	\$0	3305	D	

Explanation of Responses:

- (1) Effective May 9, 2017, Redpoint Ventures III, L.P. effected a pro rata distribution in kind of all remaining shares of the Issuer's common stock that it held to its limited partners and its general partner, Redpoint Ventures III, LLC ("RV III LLC"), for no additional consideration. Immediately following the distribution, RV III LLC effected a pro rata distribution in kind of the shares that it received in the distribution to its members for no additional consideration.

- (2) Effective May 9, 2017, Redpoint Associates III, LLC ("RA III") effected a pro rata distribution in kind of all remaining shares of the Issuer's common stock that it held to its members for no additional consideration.
- (3) With respect to the Reporting Person, each of the distributions in footnotes 1 and 2 of this Form 4 constituted a change in form of ownership from one form of indirect holding to another, which was not required to be reported pursuant to Section 16. The number of shares reported herein as beneficially owned following the reported transactions gives effect to these distributions.
- (4) RV III LLC serves as the general partner of RV III LP. RV III LLC and RA III are under common control. The Reporting Person is a manager of RV III LLC and a manager of RA III. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein.
- (5) The shares are held by Haley-McGourty Family Trust U/D/T 9/27/96 ("Family Trust"). The Reporting Person is a trustee of the Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Family Trust except to the extent of his proportionate pecuniary interest therein.
- (6) The shares are held by Haley-McGourty Partners (the "Partnership"). The Reporting Person is a general partner of the Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Partnership except to the extent of his proportionate pecuniary interest therein.
- (7) The shares underlying this option are fully vested.
- (8) The option award will vest as to one-third of the underlying shares on each of April 1, 2016, 2017 and 2018, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
- (9) The option award will vest as to one-third of the underlying shares on each of April 1, 2017, 2018 and 2019, subject to the reporting person's continued service with the issuer as of the applicable vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALEY TIMOTHY M C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706	X			

Signatures

/s/ Matthew J. Norden, attorney-in-fact

5/22/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.