

2U, INC.
Reported by
HALEY TIMOTHY M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/06/17 for the Period Ending 04/04/17

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

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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			4/4/2017					
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	4/4/2017		A		629 (2)	A	\$39.69 (3)	14430	D	
Common Stock (1)	4/4/2017		A		1385 (4)	A	\$0	15815	D	
Common Stock (1)	4/4/2017		A		125 (2)	A	\$0	15940	D	
Common Stock (1)	4/4/2017		A		125 (2)	A	\$39.69 (5)	16065	D	
Common Stock								11305	I	By Partnership (7)
Common Stock								63931	I	By Family Trust (8)
Common Stock								1260881	I	By Funds (9),(10)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$39.69	4/4/2017		A		2899	(6)	4/1/2027	Common Stock	2899	\$0	2899	D	

Explanation of Responses:

- 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.
- 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.
- The restricted stock units were issued to the reporting person in lieu of annual director retainer fees of \$25,000.
- 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.
- The restricted stock units were issued to the reporting person in lieu of annual chairman retainer fees of \$5,000.
- 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.
- 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.
- The shares are held by the Haley-McGourty Family Trust U/D/T 9/27/96 (the "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.

- (9) The total consists of 1,213,598 shares held by Redpoint Ventures III, L.P. ("Redpoint Ventures") and 47,283 shares held by Redpoint Associates III, LLC ("Redpoint Associates," and together with Redpoint Ventures, the "Funds").
- (10) The shares held by Redpoint Ventures are indirectly held by Redpoint Ventures III, LLC, the general partner of Redpoint Ventures. The reporting person is a manager of Redpoint Ventures III, LLC and a manager of Redpoint Associates. The reporting person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest therein.

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

4/6/2017

**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.

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