

# 2U, INC.

## **FORM 8-K** (Current report filing)

Filed 12/07/17 for the Period Ending 12/03/17

Address	7900 HARKINS ROAD LANHAM, MD, 20706
Telephone	(301) 892-4350
CIK	0001459417
Symbol	TWOU
SIC Code	7372 - Services-Prepackaged Software
Industry	IT Services & Consulting
Sector	Technology
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

**December 3, 2017**

**2U, INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE**

(STATE OF INCORPORATION)

**001-36376**

(COMMISSION FILE NUMBER)

**26-2335939**

(IRS EMPLOYER ID. NUMBER)

**7900 Harkins Road  
Lanham, MD**

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**20706**

(ZIP CODE)

**(301) 892-4350**

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 3, 2017, the Board of Directors (the “Board”) of 2U, Inc., a Delaware corporation (the “Company”) increased its size to eleven (11) members in accordance with the Company’s Seventh Amended and Restated Certificate of Incorporation, and appointed Valerie B. Jarrett as a Class II Director to fill the vacancy created by such increase in size. Ms. Jarrett’s term will expire at the Company’s 2019 Annual Meeting of Stockholders. Ms. Jarrett will be compensated in accordance with the Company’s director compensation program for non-employee directors.

The Company issued a press release announcing that Ms. Jarrett will join the Company as a Class II Director. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

The following exhibit is filed as part of this report:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release, dated December 7, 2017, “Valerie Jarrett to Join 2U Board of Directors.”

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press release, dated December 7, 2017, "Valerie Jarrett to Join 2U Board of Directors."</a>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

2U, INC.

By: /s/ Matthew J. Norden  
Name: Matthew J. Norden  
Title: Co-General Counsel, Corporate and Securities

Date: December 7, 2017

**Valerie Jarrett to Join 2U Board of Directors**

*Former senior advisor to President Obama becomes 2U's 11th board member*

LANHAM, Md. — December 7, 2017 — 2U, Inc. (NASDAQ: TWOU), a global leader in education technology, today announced that Valerie Jarrett will join its Board of Directors. Jarrett is a respected and acclaimed civic leader, business executive and attorney who most recently held the role of the longest-serving senior advisor to President Barack Obama where she oversaw the Office of Public Engagement and Intergovernmental Affairs and chaired the White House Council on Women and Girls.

Prior to joining the Obama Administration, Jarrett was CEO of The Habitat Company, a real estate development and management company headquartered in Chicago. She has also served on numerous corporate and civic boards, including Chairman of the Chicago Stock Exchange, Chairman of the University of Chicago Medical Center Board of Trustees, Chairman of the University of Chicago, and director of the Federal Reserve Bank of Chicago.

“No matter where you live, having access to an education is the key to upward mobility. I have been inspired by 2U’s dedication to ensuring that higher education is more convenient and accessible to working adults and non-traditional students, and its commitment to making lifelong learning possible for all. We share the belief that a company should not only be focused on the bottom line — it should focus on lifting people up,” Jarrett said. “Chip is an inspirational leader who has made remarkable efforts to create a digital education system of the highest quality, and I am honored to be joining 2U’s board.”

“I have followed Valerie’s career for a long time. Her broad experience in public policy is an incredible value add to our board,” 2U Co-Founder and CEO Christopher “Chip” Paucek said. “To have someone of her stature and experience is a great win for our university partners and the students they serve. Personally, as I’ve engaged with her, she’s blown me away. We are blessed to have Valerie join us on the journey and delighted to welcome her to 2U.”

Jarrett’s appointment comes as 2U continues its steadfast commitment to expand accessibility to educational opportunities for working professionals through degree programs and short courses. The company’s mission has resonated with strong institutional brands and their students, exemplified by its 35 percent revenue growth to date through the third quarter of 2017. Together with its 23 top-tier university partners, 2U is revolutionizing digital education at scale.

Jarrett fills the 11th board seat making her the third woman and fourth person of color to join 2U’s board. In addition to sitting on 2U’s board, Jarrett sits on the boards of Ariel Investments and Lyft. She also serves as senior advisor to the Obama Foundation and senior advisor to ATTN:.

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**About 2U, Inc. (NASDAQ: TWOU)**

2U partners with great colleges and universities to build what we believe is the world's best digital education. Our platform provides a comprehensive fusion of technology, services and data architecture to transform high-quality and rigorous campus-based universities into the best digital versions of themselves. 2U's No Back Row® approach allows qualified students and working professionals around the world to experience a first-rate university education and successful outcomes. To learn more, visit [2U.com](http://2U.com).

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