

2U, INC.

FORM D

(Small Company Offering and Sale of Securities Without Registration)

Filed 06/25/09

Address	8201 CORPORATE DRIVE, SUITE 110 LANDOVER, MD 20785
Telephone	240-487-3991
CIK	0001459417
Fiscal Year	12/31

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

OMB APPROVAL

OMB Number: 3235-0076
Expires: September 30, 2008
Estimated Average burden
hours per response: 4.0

FORM D

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number)

0001459417

Previous Name(s) None

2Tor Inc.

Entity Type

- Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other

Name of Issuer

2tor, Inc.

Jurisdiction of
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

- Over Five Years Ago
 Within Last Five Years (Specify Year) 2008
 Yet to Be Formed

2. Principal Place of Business and Contact
Information

Name of Issuer

2tor, Inc.

Street Address 1

30 EAST 23RD STREET

Street Address 2

12TH FLOOR

City

NEW YORK

State/Province/Country

NY

ZIP/Postal Code

10010

Phone No. of Issuer

212-845-9086

3. Related Persons

Last Name **Katzman** First Name **John** Middle Name
Street Address 1 **30 East 23rd Street** Street Address 2 **12th Floor**
City **New York** State/Province/Country **NY** ZIP/Postal Code **10010**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Romer** First Name **Roy** Middle Name
Street Address 1 **30 East 23rd Street** Street Address 2 **12th Floor**
City **New York** State/Province/Country **NY** ZIP/Postal Code **10010**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Resigned as director effective June 19, 2009.

Last Name **McCullough** First Name **Michael** Middle Name
Street Address 1 **30 East 23rd Street** Street Address 2 **12th Floor**
City **New York** State/Province/Country **NY** ZIP/Postal Code **10010**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Resigned as director effective June 19, 2009.

Last Name **Chernis** First Name **Mark** Middle Name
Street Address 1 **30 East 23rd Street** Street Address 2 **12th Floor**
City **New York** State/Province/Country **NY** ZIP/Postal Code **10010**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Cohen** First Name **Robert** Middle Name
Street Address 1 **30 East 23rd Street** Street Address 2 **12th Floor**
City **New York** State/Province/Country **NY** ZIP/Postal Code **10010**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Paucek** First Name **Christopher** Middle Name
Street Address 1 **30 East 23rd Street** Street Address 2 **12th Floor**
City **New York** State/Province/Country **NY** ZIP/Postal Code **10010**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name **Larson** First Name **Jack** Middle Name
Street Address 1 **30 East 23rd Street** Street Address 2 **12th Floor**
City **New York** State/Province/Country **NY** ZIP/Postal Code **10010**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Elected director as of June 19, 2009.

Last Name **Bronner** First Name **Philip** Middle Name
Street Address 1 **30 East 23rd Street** Street Address 2 **12th Floor**
City **New York** State/Province/Country **NY** ZIP/Postal Code **10010**
Relationship: Executive Officer Director Promoter
Clarification of Response (if Necessary)
Elected director as of June 19, 2009.

Last Name

First Name

Middle Name

Martin

Greg

Street Address 1

Street Address 2

30 East 23rd Street

12th Floor

City

State/Province/Country

ZIP/Postal Code

New York

NY

10010

Relationship:

Executive Officer

Director

Promoter

Clarification of Response (if Necessary)

Elected director as of June 19, 2009.

4. Industry Group

- Agriculture
 - Banking & Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
 - Other Banking & Financial Services
- Business Services
 - Energy
 - Coal Mining
 - Electric Utilities
 - Energy Conservation
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
 - Real Estate
 - Commercial
 - Construction
 - REITS & Finance
 - Residential
 - Other Real Estate
- Retailing
 - Restaurants
 - Technology
 - Computers
 - Telecommunications
 - Other Technology
 - Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
 - Other

5. Issuer Size

Revenue Range

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Aggregate Net Asset Value Range

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505 |
| <input type="checkbox"/> Rule 504 (b)(1)(i) | <input checked="" type="checkbox"/> Rule 506 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii) | <input type="checkbox"/> Securities Act Section 4(6) |
| <input type="checkbox"/> Rule 504 (b)(1)(iii) | <input type="checkbox"/> Investment Company Act Section 3(c) |

7. Type of Filing

- New Notice Date of First Sale **2009-06-19** First Sale Yet to Occur
- Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|--|
| <input type="checkbox"/> Pooled Investment Fund Interests | <input checked="" type="checkbox"/> Equity |
| <input type="checkbox"/> Tenant-in-Common Securities | <input type="checkbox"/> Debt |
| <input type="checkbox"/> Mineral Property Securities | <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **0** USD

12. Sales Compensation

Recipient Signal Hill Capital Group LLC		Recipient CRD Number 122782	<input type="checkbox"/> None
(Associated) Broker or Dealer Signal Hill Capital Group LLC	<input type="checkbox"/> None	(Associated) Broker or Dealer CRD Number 122782	<input type="checkbox"/> None
Street Address 1 300 East Lombard Street		Street Address 2 Suite 1700	
City Baltimore	State/Province/Country MD	ZIP/Postal Code 21202	
State(s) of Solicitation CA IL MD MI NJ NY	<input type="checkbox"/> All States		

13. Offering and Sales Amounts

Total Offering Amount	\$ 14732111 USD	<input type="checkbox"/> Indefinite
Total Amount Sold	\$ 14438111 USD	
Total Remaining to be Sold	\$ 294000 USD	<input type="checkbox"/> Indefinite

Clarification of Response (if Necessary)

*Includes (i) \$3,638,112.68 of Series A Preferred issuable upon conversion of debt, (ii) \$1,999,999.27 of Common shares issuable upon conversion of debt and (iii) \$294,000.32 of Series A Preferred issuable upon exercise of a warrant.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 16

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions	\$ 0 USD	<input type="checkbox"/> Estimate
Finders' Fees	\$ 588000 USD	<input checked="" type="checkbox"/> Estimate

Clarification of Response (if Necessary)

*Plus the warrant described in Item 13

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 250000 USD Estimate

Clarification of Response (if Necessary)

This amount was repayment of two bridge demand loans made to the Company by its founder.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
2tor, Inc.	/s/ Robert Cohen	Robert Cohen	Treasurer and Chief Financial Officer	2009-06-23