

2U, INC.
Reported by
HALEY TIMOTHY M

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 03/27/14 for the Period Ending 03/27/14

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

INITIAL STATEMENT OF 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 * HALEY TIMOTHY M	2. Date of Event Requiring Statement (MM/DD/YYYY) 3/27/2014	3. Issuer Name and Ticker or Trading Symbol 2U, Inc. [TWOU]
(Last) (First) (Middle) C/O 2U, INC., 8201 CORPORATE DRIVE	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street) LANDOVER, MD 20785 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series C Preferred Stock	(1)	(1)	Common Stock	0	(1)	I	By Funds (2) (3)
Series D Preferred Stock	(1)	(1)	Common Stock	0	(1)	I	By Funds (3) (4)

Explanation of Responses:

- (1) Each share of preferred stock is convertible, at any time, at the holder's election, into the issuer's common stock on a 1-for-1 basis. In addition, effective immediately prior to the closing of the issuer's initial public offering of its common stock, each share of preferred stock will automatically convert into one share of the issuer's common stock. The preferred stock has no expiration date.
- (2) As of the date of this filing, Bessemer Venture Partners VII L.P. ("BVP VII") owns 756,570 shares of Series C Preferred Stock, Bessemer Venture Partners VII Institutional L.P. ("BVP Institutional") owns 330,999 shares of Series C Preferred Stock and BVP Special Opportunity Fund L.P. ("BVP SOF" and, together with BVP VII and BVP Institutional, the "Funds") owns 1,276,713 shares of Series C Preferred Stock.
- (3) 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.

- (4) As of the date of this filing, BVP VII owns 73,708 shares of Series D Preferred Stock, BVP Institutional owns 32,247 shares of Series D Preferred Stock and BVP SOF owns 124,383 shares of Series D Preferred Stock.

Remarks:

Exhibit List

Exhibit 24.1 - Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALEY TIMOTHY M C/O 2U, INC. 8201 CORPORATE DRIVE LANDOVER, MD 20785	X			

Signatures

/s/ Brian F. Leaf, Attorney-in-fact

3/27/2014

** 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 5(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.

POWER OF ATTORNEY

(For Executing Form ID and Forms 3, 4 and 5)

Know all by these presents, that the undersigned hereby constitutes and appoints each of Brent B. Siler, Brian F. Leaf, Darren DeStefano, Katie Kazem, Mark Ballantyne and Jennifer Don of Cooley LLP, and Matthew J. Norden of 2U, Inc. (the "Company"), the undersigned's true and lawful attorneys-in-fact and agents to:

- (1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the Securities and Exchange Commission (the "SEC") a Form ID, Uniform Application for Access Codes to File on EDGAR, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation thereunder;
- (2) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the SEC Forms 3, 4 and 5 (including amendments thereto and joint filing agreements in connection therewith) in accordance with Section 16(a) of the Exchange Act and the rules thereunder in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of the Company;
- (3) Do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to prepare and execute any such Form 3, 4 or 5 (including amendments thereto and joint filing agreements in connection therewith) and file such forms with the SEC and any stock exchange, self-regulatory association or any similar authority; and
- (4) Take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming (nor is the Company assuming) any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by the Company or Cooley LLP, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Date: March 19, 2014

*By: /s/ Robert M. Stavis
ROBERT M. STAVIS*