#### Edgar Filing: 2U, Inc. - Form 4

2U, Inc. Form 4 December 14	4, 2015							
<b>FORN</b> Check th if no long subject to Section 1 Form 4 c	is box ger STATEMENT ( 16.	Washington, D.C. 20549 ATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: 2005 Estimated average burden hours per response 0.5	
Form 5 obligatio may com <i>See</i> Instr 1(b).	Filed pursuant to ns tinue. uction 5 Section 17(a) of the 30(h							
	Address of Reporting Person *	2. Issuer Name and Symbol 2U, Inc. [TWOU		ıg	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O 2U, IN DRIVE, SU	(First) (Middle) C., 8201 CORPORATE ITE 900	3. Date of Earliest T (Month/Day/Year) 12/10/2015	ransaction					
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
(City)	(State) (Zip)			••	Person			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) Execut any	emed 3.	4. Securities A on(A) or Dispose (Instr. 3, 4 and	cquired d of (D)	uired, Disposed of 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	
Common Stock	12/10/2015	Code V M <u>(1)</u>	Amount (D) 1,500 A	Price \$ 0.6	(insu: 3 and 4) 10,234	D		
Common Stock	12/10/2015	S <u>(1)</u>	1,500 D	\$ 26.18	8,734	D		

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number orof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 ] ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 0.6	12/10/2015		M <u>(1)</u>	1,500	(2)	01/23/2019	Common Stock	1,500	

## **Reporting Owners**

		Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CHERNIS MARK C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785	Х						
Signatures							
Matthew J. Norden, attorney-in-fact	12/14/2015						
<u>**</u> Signature of Reporting Person	Date						
Evaluation of Deenen							

### **Explanation of Responses:**

- \* 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).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 7, 2014.
- (2) The shares underlying this option are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.