HALEY TIMOTHY M

Form 4 April 27, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

(Middle)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Symbol

2U, Inc. [TWOU]

3 Date of Earliest Transaction

1(b).

(Last)

(Print or Type Responses)

HALEY TIMOTHY M

1. Name and Address of Reporting Person *

(First)

	(Last)	(FIFSI) (I	viidale)		f Earliest T	ransaction						
	G/O 677	G =000 XX 1 =		•	Day/Year)				_X_ Director		0% Owner	
		C., 7900 HARKI	NS	04/25/2	2018				Officer (gibelow)	below)	Other (specify	
	ROAD								,	,		
		(Street)		4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
				Filed(Mo	nth/Day/Yea	r)			Applicable Line)			
									X Form filed by	y One Reporting More than One		
	LANHAM,	MD 20706							Person	Wiore than One	Reporting	
(City) (State) (Zip) T						.	C	•	quired, Disposed of, or Beneficially Owned			
	(- 3)	(, , , , ,	(F /	Tab	ie i - Non-				quirea, Disposea	oi, or Benefic	nally Owned	
	1.Title of	2. Transaction Date			3. 4. Securities Acquired Transaction(A) or Disposed of (D)				5. Amount of	6.	7. Nature of	
	Security (Instr. 3)	(Month/Day/Year)	Execution any	Date, 11	Code	on(A) or Di (Instr. 3,	•		Securities Beneficially	Ownership Form:	Indirect Beneficial	
	(msu. 3)		(Month/Da	ay/Year)	(Instr. 8)	(msu. 3,	T and	3)	Owned	Direct (D)	Ownership	
									Following	or Indirect	(Instr. 4)	
		(A)					Reported					
							or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
					Code V	Amount	(D)	Price	(msu. 5 and 1)			
	Common	0.4.05.10.01.0				217 (2)		\$	4.005	ъ		
	Stock (1)	04/25/2018			A	317 (2)	A	78.77	4,825	D		
	_							(3)				
	Common	04/05/2019			٨	600 (4)	٨	¢ 0	5 502	D		
	Stock (1)	04/25/2018			A	698 (4)	A	\$ 0	5,523	D		
	Common											
	Stock (1)	04/25/2018			A	63 <u>(2)</u>	A	\$ 0	5,586	D		
	Stock <u>~</u>											
	Common					(2)		\$				
	Stock (1)	04/25/2018			A	63 (2)	A	78.77	5,649	D		
	_							(5)				
									6,827	I		

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Common Stock		By Partnership (6)
Common Stock	52,530 I	By Family Trust (7)
Reminder: Report on a separate line for each class of securities benefit	cially owned directly or indirectly.	
	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.	SEC 1474 (9-02)
•	nired, Disposed of, or Beneficially Owned 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)	Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Employee Stock Option	\$ 78.77	04/25/2018		A		1,504		<u>(8)</u>	04/25/2028	Common	1,504

Stock

Reporting Owners

**Signature of Reporting Person

(right to buy)

Reporting Owner Name / Address				
rioporonig o milor riumo (riumo oso	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		04/27/20	18	

Reporting Owners 2

Date

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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 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.
- (2) The shares underlying this restricted stock unit award will vest in full on April 1, 2019, subject to the reporting person's continued service as a director of the issuer as of that date.
- (3) The restricted stock units were issued to the reporting person in lieu of annual director retainer fees of \$25,000.
- (4) The restricted stock unit award will vest as to one-third of the underlying shares on each of April 1, 2019, 2020 and 2021, subject to the reporting person's continued service as a director of the issuer as of the applicable vesting date.
- (5) The restricted stock units were issued to the reporting person in lieu of annual chairman retainer fees of \$5,000.
- 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 Haley-McGourty Family Trust U/D/T 9/27/96 ("Family Trust"). The reporting person is a trustee of the Family (7) 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.
- (8) The option award will vest as to one-third of the underlying shares on each of April 1, 2019, 2020 and 2021, subject to the reporting person's continued service with the issuer as of the applicable vesting date.

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.