### Edgar Filing: JARRETT VALERIE B - Form 4

JARRETT VALERIE B Form 4 April 27, 2018 FORM 4 UNITED STATE	S SECURITIES A	ND FXCI	IANCE (	OMMISSION		PPROVAL	
Check this box	Washington,				OMB Number:	3235-0287	
if no longer subject to Section 16. Form 4 or	OF CHANGES IN SECUR	RITIES			Expires: Estimated a burden hou response		
Form 5 obligations may continue. See Instruction 1(b). 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							
(Print or Type Responses)							
1. Name and Address of Reporting Person *2. IssuerJARRETT VALERIE BSymbol2U, Inc.		l Ticker or Tra	ading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) C/O 2U, INC., 7900 HARKINS ROAD	3. Date of Earliest Tr (Month/Day/Year) 04/25/2018	ransaction		_X_ Director Officer (give below)	10%	Owner er (specify	
(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 Mars than One Reporting</li> </ul>			
LANHAM, MD 20706 — Form filed by More than One Reporting Person				porting			
(City) (State) (Zip)	Table I - Non-E	Derivative See	curities Acq	uired, Disposed of	, or Beneficial	ly Owned	
(Instr. 3) any		(.	osed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
	Code V		D) Price	(Instr. 3 and 4)			
$\frac{\text{Common}}{\text{Stock } (1)}  04/25/2018$	А	317 <u>(2)</u> A		1,013	D		
Common Stock (1) 04/25/2018	А	698 <u>(4)</u> A	\$ 0	1,711	D		

Reminder: Report on a separate line for each class of securities beneficially 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.

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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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	Date	7. Title and Underlying (Instr. 3 and	Securities	8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 78.77	04/25/2018		A	1,504	(5)	04/25/2028	Common Stock	1,504	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
JARRETT VALERIE B C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706	Х					
Signatures						
/s/ Matthaw Nordan						

/s/ Maunew Norden,	04/27/2018
attorney-in-fact	0112112010
**Signature of Reporting Person	Date

## **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 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.

#### **Reporting Owners**

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