### Edgar Filing: STAVIS ROBERT M - Form 4

STAVIS RC Form 4											
				CURITIES AND EXCHANGE COMMISSION					OMB APPROVAL OMB 3235-02 Number:		
Washington, D.C. 20549Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 						January 3       Expires:     200       Estimated average       burden hours per       response     0					
(Print or Type)	Responses)										
1. Name and Address of Reporting Person <u>*</u> STAVIS ROBERT M			2. Issuer Name <b>and</b> Ticker or Trading Symbol 2U, Inc. [TWOU]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	/liddle)	3. Date of Earliest Transaction (Chec				ck all applicable)				
C/O 2U, IN ROD	IC., 7900 HARKI	NS	(Month/D 04/25/20	-				X Director Officer (give below)		Owner er (specify	
Filed(Mon			ndment, Date Original nth/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>				
LANHAM,	, MD 20706							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock (1)	04/25/2018			А	698 <u>(2)</u>	А	\$0	114,745 <u>(3)</u>	D		
Common Stock (1)	04/25/2018			A	317 <u>(4)</u>	A	\$ 78.77 (5)	115,062 <u>(3)</u>	D		
Common Stock (1)	04/25/2018			A	63 <u>(4)</u>	А	\$ 78.77 (6)	115,125 <u>(3)</u>	D		
Common Stock (1)	04/25/2018			А	190 <u>(4)</u>	А	\$0	115,315 <u>(3)</u>	D		

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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. Transacti Code (Instr. 8)	5. Number on f 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 (right to buy)	\$ 78.77	04/25/2018		A	1,504	(7)	04/25/2028	Common Stock	1,504

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STAVIS ROBERT M C/O 2U, INC. 7900 HARKINS ROD LANHAM, MD 20706	Х						
Signatures							
/s/ Matthew Norden, attorney-in-fact		04/27/2018	3				

\*\*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 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.

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The amount reported includes 35,707 shares held by Stavis Ventures II, LLC ("Stavis Ventures"), and 35,740 shares held by Stavco Venture Holdings LLC ("Stavco Venture Holdings"). Stavis Ventures and Stavco Venture Holdings are controlled by the reporting

- (3) Venture Holdings LLC (Staveo Venture Holdings). Stavis Ventures and Staveo Venture Holdings are controlled by the reporting person, and the reporting person disclaims beneficial ownership of the shares held by these entities, except to the extent of his pecuniary interest therein, if any.
- (4) 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.
- (5) The restricted stock units were issued to the reporting person in lieu of annual director retainer fees of \$25,000.
- (6) The restricted stock units were issued to the reporting person in lieu of annual chairman retainer fees of \$5,000.
- (7) 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.