Edgar Filing: 2U, Inc. - Form 4

2U, Inc. Form 4 February 02, 2016		
FORM 4 UNITED STATES	S SECURITIES AND EXCHANGE C Washington, D.C. 20549	COMMISSION OMB APPROVAL OMB 3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Filed pursuant to 5 Section 17(a) of the	NERSHIP OF Expires: January 31, 2005 Estimated average burden hours per response 0.5	
<i>See</i> Instruction 30(h) 1(b).	of the Investment Company Act of 194	
(Print or Type Responses) 1. Name and Address of Reporting Person <u>*</u> Mokkarala Harsha	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle) C/O 2U, INC., 8201 CORPORATE DRIVE, SUITE 900	2U, Inc. [TWOU]3. Date of Earliest Transaction (Month/Day/Year)02/01/2016	(Check all applicable) <u> </u>
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
LANDOVER, MD 20785		Form filed by More than One Reporting Person
(City) (State) (Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned
(Instr. 3) any (Month/	med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities6. Ownership Form: Direct7. Nature of IndirectBeneficially Owned(D) or Indirect (I)Beneficial OwnershipFollowing Following Transaction(s) (Instr. 3 and 4)(Instr. 4)
Common 02/01/2016 Stock	F 621 D \$ 20.22	12,702 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)

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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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Mokkarala Harsha C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785)		Chief Marketing Officer			
Signatures						
Matthew J. Norden, attorney-in-fact	02/02/2016	5				
**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).

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.