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

2U, Inc.

Form 4									
July 05, 201	5								
							OMB APPROVAL		
	Washington, D.C. 20549					OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont <i>See</i> Instri	6. r Filed pursuant t inue. Section 17(a) of th	SECUE o Section 16(a) of th e Public Utility Hole	CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ation 16(a) of the Securities Exchange Act of 1934, blic Utility Holding Company Act of 1935 or Section the Investment Company Act of 1940				Lanuary 31, 2005Expires:2005Estimated average burden hours per response0.5		
1(b).									
(Print or Type I	Responses)								
1. Name and Address of Reporting Person _2. Issuer Name and Ticker or Trading5. RelationshMokkarala HarshaSymbolIssuer						f Reporting Person(s) to			
		2U, Inc. [TWOU	]		(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) 07/01/2016	016 <u></u> Officer (give below)			e title 10% Owner Other (specify below) Marketing Officer			
			nth/Day/Year) Applica			vidual or Joint/Group Filing(Check ble Line) m filed by One Reporting Person			
LANDOVE	R, MD 20785					Iore than One Re			
(City)	(State) (Zip)	Table I - Non-I	Derivative S	Securities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	any	eemed 3. tion Date, if Transacti Code h/Day/Year) (Instr. 8)	4. Securit	ies Acquired sposed 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)	7. Nature of		
Common Stock	07/01/2016	F	392	(b) The $\frac{1}{29.53}$	25,543	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.

 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	07/05/2016	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.