

2U, Inc.
Form 4
March 14, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
HALEY TIMOTHY M

(Last) (First) (Middle)

C/O 2U, INC., 8201 CORPORATE DRIVE, SUITE 900

(Street)

LANDOVER, MD 20785

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
2U, Inc. [TWOU]

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/10/2016 | | J ⁽¹⁾ | | 1,000,000 | D | \$ 0 | 4,213,598 | I | By Redpoint Ventures III, L.P. ⁽¹⁾ ⁽²⁾ |
| Common Stock | 03/10/2016 | | J ⁽³⁾ | | 38,961 | D | \$ 0 | 164,165 | I | By Redpoint Associates III, LLC ⁽²⁾ ⁽³⁾ |
| Common Stock | 03/10/2016 | | J ⁽⁴⁾ | | 307,000 | A | \$ 0 | 307,000 | I | By Redpoint |

| Class of Securities | Date | Code | Quantity | Exercise Price | Expiration Date | Acquired/Disposed | By |
|---------------------|------------|------------------|----------|----------------|-----------------|-------------------|--|
| Common Stock | 03/10/2016 | J ⁽⁵⁾ | 307,000 | \$ 0 | 0 | I | Ventures III, LLC ⁽²⁾ By Redpoint Ventures III, LLC ⁽²⁾ |
| Common Stock | 03/10/2016 | J ⁽⁶⁾ | 38,765 | \$ 0 | 97,593 | I | By Family Trust ⁽⁶⁾ |
| Common Stock | 03/10/2016 | J ⁽⁷⁾ | 8,814 | \$ 0 | 24,237 | I | By Partnership ⁽⁷⁾ |
| Common Stock | | | | | 9,900 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| HALEY TIMOTHY M C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785 | X | | | |

Signatures

/s/ Timothy M.
Haley

03/14/2016

 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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Ventures III, L.P. ("RV III LP") effected following the close of the trading market on March 10, 2016 without consideration to its limited partners and its general partner, Redpoint Ventures III, LLC ("RV III LLC").

(2) RV III LLC serves as the general partner of RV III LP. The reporting person is a manager of RV III LLC and a manager of RA III. The reporting person disclaims beneficial ownership of the securities reported herein, except to the extent of his pecuniary interest therein.

(3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Associates III, LLC ("RA III") effected following the close of the trading market on March 10, 2016 without consideration to its members.

(4) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by RV III LP described in footnote (1) above.

(5) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RV III LLC effected following the close of the trading market on March 10, 2016 without consideration to its members.

(6) Represents a change in the form of ownership from one form of indirect to another by virtue of the receipt of shares of Common Stock of the Issuer in the pro-rata in-kind distributions described in footnotes (3) and (5) above. The shares are held by the Haley-McGourty Family Trust U/D/T 9/27/96 (the "Family Trust"). The Reporting Person is a trustee of the Family 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.

(7) Represents a change in the form of ownership from one form of indirect to another by virtue of the receipt of shares of Common Stock of the Issuer in the pro-rata in-kind distribution described in footnote (5) above. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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