

Mokkarala Harsha
 Form 4
 November 13, 2017

FORM 4

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

OMB APPROVAL

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Check 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 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 *
 Mokkarala Harsha

(Last) (First) (Middle)
 C/O 2U, INC., 7900 HARKINS ROAD
 (Street)

LANHAM, MD 20706

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2017

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)
 Chief Marketing Officer

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	11/10/2017		M ⁽¹⁾		8,518	A \$ 22.67	47,869 D
Common Stock	11/10/2017		M ⁽¹⁾		166	A \$ 8.45	48,035 D
Common Stock	11/10/2017		M ⁽¹⁾		11,253	A \$ 11	59,288 D
Common Stock	11/10/2017		S ⁽¹⁾		22,658	D \$ 63.25	36,630 D
						(2)	

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 22.67	11/10/2017		M	8,518	<u>(3)</u> 04/01/2026	Common Stock	8,518
Employee Stock Option (right to buy)	\$ 8.45	11/10/2017		M	166	<u>(4)</u> 11/26/2023	Common Stock	166
Employee Stock Option (right to buy)	\$ 11	11/10/2017		M	11,253	<u>(5)</u> 03/06/2024	Common Stock	11,253

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mokkarala Harsha C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706	Chief Marketing Officer

Signatures

/s/ Matthew Norden,
attorney-in-fact

11/13/2017

__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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.75 to \$63.60, inclusive. The reporting person undertakes to provide to 2U, Inc., any security holder of 2U, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (2) The option award vests as follows: 25% of the underlying shares vested on April 1, 2017, and the remaining 75% of the underlying shares
- (3) will vest in equal monthly installments each month thereafter for 36 months, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
- (4) The shares underlying this option are fully vested.
- (5) The option award vests as follows: 25% of the shares vested on January 31, 2015, and the remaining shares vest in equal monthly installments through January 31, 2018, 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.