

2U, Inc.  
Form 4  
January 20, 2015

**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 \*  
**COHEN ROBERT**

(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)  
**01/15/2015**

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)  
**President & COO**

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/15/2015		S <sup>(1)</sup>		976	D	\$ 17.5 <u>(2)</u>
Common Stock	01/15/2015		S <sup>(3)</sup>		1,036	D	\$ 17.5 <u>(4)</u>
Common Stock	01/15/2015		M		5,349	A	\$ 1.82
	01/15/2015		M		21,361	A	369,702

By Robert L. Cohen  
2012 Irrevocable Trust <sup>(5)</sup>

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Common Stock					\$							
					3.08							
Common Stock	01/16/2015		S <sup>(1)</sup>	6,274	D	\$	363,428	D				
						17.5						
Common Stock	01/16/2015		S <sup>(3)</sup>	6,214	D	\$	292,750	I				By Robert L. Cohen 2012 Irrevocable Trust <sup>(5)</sup>
						17.5						

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. 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)	\$ 1.82	01/15/2015		M	5,349	<sup>(6)</sup> 06/08/2020	Common Stock	5,349	
Employee Stock Option (right to buy)	\$ 3.08	01/15/2015		M	21,361	<sup>(7)</sup> 02/13/2022	Common Stock	21,361	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN ROBERT C/O 2U, INC.			President & COO	

8201 CORPORATE DRIVE, SUITE 900  
LANDOVER, MD 20785

## Signatures

Matthew J. Norden,  
attorney-in-fact

01/20/2015

\_\_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) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 9, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.50 to \$17.54, 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.

(3) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Robert L. Cohen 2012 Irrevocable Trust on December 9, 2014.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.50 to \$17.51, 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 (4) to this Form 4.

(5) These shares are held in a trust for the benefit of the reporting person's spouse and children. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities.

(6) The shares underlying this option are fully vested.

(7) 25% of the shares underlying this option vested on January 1, 2013 and the remaining shares vest in 36 equal monthly installments thereafter, 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.

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