

2U, Inc.  
Form 8-K  
September 30, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

**September 30, 2015 (September 24, 2015)**

**2U, INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE**

(STATE OF INCORPORATION)

**001-36376**  
(COMMISSION FILE NUMBER)

**26-2335939**  
(IRS EMPLOYER ID. NUMBER)

**8201 Corporate Drive, Suite 900**  
**Landover, MD**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**20785**  
(ZIP CODE)

**(301) 892-4350**

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(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

On September 24, 2015, 2U, Inc., a Delaware corporation (the Company ), and certain of its stockholders (the Selling Stockholders ), entered into an Underwriting Agreement (the Underwriting Agreement ) with the several underwriters named therein (collectively, the Underwriters ) for whom Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC are acting as representatives, relating to the underwritten registered public offering of an aggregate of 4,025,000 shares (the Shares ) of the Company's common stock, \$0.001 par value per share ( Common Stock ), of which 3,100,000 shares are to be issued and sold by the Company and 400,000 shares are to be sold by the Selling Stockholders, at a public offering price of \$34.00 per share. The Company also granted the underwriters an option exercisable for 30 days from the date of the Underwriting Agreement to purchase, at the public offering price less any underwriting discounts and commissions, up to an additional 525,000 shares of Common Stock, which the underwriters exercised in full on September 25, 2015. The net proceeds to the Company from the sale of the Shares to be issued and sold by the Company, including those from the exercise of the Underwriters' option to purchase additional shares, are expected to be approximately \$117.1 million, and the aggregate net proceeds to the Selling Stockholders from the sale of the Shares to be sold by the Selling Stockholders are expected to be approximately \$13.0 million, after deducting underwriting discounts and commissions of 4.5%, or \$1.53 per share, and other estimated offering expenses payable by the Company. The Company will not receive any of the proceeds from the sale of Shares by the Selling Stockholders. The offering closed on September 30, 2015. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this report and is incorporated herein by reference, and the description of the Underwriting Agreement herein is qualified in its entirety by reference to such exhibit. A copy of the opinion of Skadden, Arps, Slate, Meagher & Flom LLP relating to the legality of the issuance and sale of the shares of Common Stock is attached as Exhibit 5.1 to this report.

The Shares being offered were registered by the Company under an automatically-effective shelf registration statement on Form S-3, Registration Number 333-207088, filed with the SEC on September 23, 2015, and pursuant to the prospectus supplement and the accompanying prospectus describing the terms of the offering, dated September 24, 2015.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company and the Selling Stockholders, customary conditions to closing, indemnification obligations of the Company, the Selling Stockholder and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

Exhibit Number	Exhibit Description
1.1	Underwriting Agreement, dated September 24, 2015, by and among the Company, the Selling Stockholders, and the several underwriters named therein for whom Goldman, Sachs & Co. and Credit Suisse Securities (USA) LLC are acting as representatives
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

2U, INC.

By:	/s/ Christopher Paucek
Name:	Christopher Paucek
Title:	Chief Executive Officer

Date: September 30, 2015

**EXHIBIT INDEX**

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