2U, Inc. Form 4 April 02, 2014

## FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person KATZMAN JOHN S	* 2. Issuer Name and Ticker or Trading Symbol 2U, Inc. [TWOU]	5. Relationship of Reporting Person(s) to Issuer				
		(Check all applicable)				
(Last) (First) (Middle)	3. Date of Earliest Transaction					
	(Month/Day/Year)	DirectorX 10% Owner				
C/O 2U, INC., 8201 CORPORAT	E 04/02/2014	Officer (give title Other (specify				
DRIVE, SUITE 900		below) below)				
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)	Applicable Line)				
LANDOVER, MD 20785		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Tab	ole I - Non-D	Derivative S	Securi	ties Acqu	ired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction	4. Securitie nor Disposec (Instr. 3, 4 a	d of (D	Price	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)
Common Stock	04/02/2014		S	884,925	D	\$ 12.09	1,288,695	D	
Common Stock							314,682	I	As Custodian (1)
Common Stock							750,000	I	By Katzman Family 2008 Dynasty Trust (2)

By Common Katzman 1,183,432 Ι Stock Family Tor Trust (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				Code V	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Re	lati	ion	sh	ips
----	------	-----	----	-----

Reporting Owner Name / Address 10% Director Officer Other Owner

KATZMAN JOHN S C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785

X

### **Signatures**

/s/ Brian F. Leaf, 04/02/2014 attorney-in-fact

\*\*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)** 

Reporting Owners 2

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

Represents shares of common stock held under the New York Uniform Transfers to Minors Act for the benefit of the reporting person's children. The reporting person disclaims beneficial ownership of these securities.

- (2) These shares are held in a family trust, for which the reporting person's sibling serves as investment trustee. The reporting person disclaims beneficial ownership of these securities.
- (3) Represents shares of common stock held by a trust for which the reporting person serves as an investment advisor. The reporting person disclaims beneficial ownership of these securities.

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.