

2U, Inc.  
Form 4/A  
April 22, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Paucek Christopher J

(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)  
08/03/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/05/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 3.08	08/03/2015			M	(1)	5,000		(5)	02/27/2022	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 3.08	08/04/2015			M	(1)	5,000		(5)	02/27/2022	Common Stock	5,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paucek Christopher J C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER, MD 20785	X		Chief Executive Officer	

**Signatures**

Matthew J. Norden,  
attorney-in-fact

04/22/2016

\_\_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) The transactions reported in this amended Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 11, 2014, and amended on March 3, 2015.
- (5) 25% of the shares underlying this option at the date of grant 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.

**Remarks:**

The option exercise-related transactions reported on the first and second rows of Table II in the original Form 4 are hereby amended.

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.