

2U, Inc.
Form 4
October 05, 2016

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 *
STAVIS ROBERT M

(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)
10/03/2006

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)

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 (A) or (D) Price			
Common Stock ⁽¹⁾	10/03/2016		A	130 ⁽²⁾ A \$ 0	43,245 ⁽³⁾	D	
Common Stock					0	I	By funds ⁽⁴⁾ ⁽⁵⁾

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Entry for STAVIS ROBERT M, C/O 2U, INC., 8201 CORPORATE DRIVE, SUITE 900, LANDOVER, MD 20785, with a checkmark under Director.

Signatures

/s/ Matthew J. Norden, attorney-in-fact, 10/05/2016

**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 security represents restricted stock units granted to the reporting person. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
(2) The shares underlying this restricted stock unit award will vest in full on October 1, 2017, subject to the reporting person's continued service as a director of the issuer as of that date.
The amount reported consists of 12,331 restricted stock units, each of which represents a contingent right to receive one share of common stock of the issuer. The restricted stock units are held directly by the reporting person. 8,545 of the shares are held directly by the reporting person, 10,847 of the shares are held by Stavis Ventures II, LLC, and the remaining 11,522 shares are held by Stavco Venture Holdings LLC. These entities are controlled by the reporting person, and the reporting person disclaims beneficial ownership of the shares held by these entities, except to the extent of his pecuniary interest therein.
The reporting person is a director of Deer VII & Co. Ltd, which is the general partner of Deer VII & Co. L.P., which is the general partner of the Funds (as defined in Footnote 5). The reporting person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest, if any, in the securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.

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As of the date of this filing, Bessemer Venture Partners VII L.P. ("BVP VII") owns 338,578 shares of common stock, Bessemer Venture Partners VII Institutional L.P. ("BVP Institutional") owns 148,127 shares of common stock and BVP Special Opportunity Fund L.P. ("BVP SOF" and, together with BVP VII and BVP Institutional, the "Funds") owns 571,352 shares of common stock.

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.