

Mokkarala Harsha  
Form 4  
November 13, 2017

**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 \*  
Mokkarala Harsha

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)  
11/10/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

C/O 2U, INC., 7900 HARKINS ROAD

Chief Marketing Officer

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LANHAM, MD 20706

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 11/10/2017                           |  | M <sup>(1)</sup>               |   | 8,518   | A  | \$ 22.67                                   |
| Common Stock                    | 11/10/2017                           |  | M <sup>(1)</sup>               |   | 166   | A  | \$ 8.45                                    |
| Common Stock                    | 11/10/2017                           |  | M <sup>(1)</sup>               |   | 11,253  | A  | \$ 11                                      |
| Common Stock                    | 11/10/2017                           |  | S <sup>(1)</sup>               |   | 22,658  | D  | \$ 63.25                                   |
|                                 |                                      |  |                                |   |   |  | (2)  |

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

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(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 (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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 22.67   | 11/10/2017                           |  | M                              | 8,518   | <u>(3)</u> 04/01/2026                                    | Common Stock  | 8,518                      |
| Employee Stock Option (right to buy)       | \$ 8.45  | 11/10/2017                           |  | M                              | 166   | <u>(4)</u> 11/26/2023                                    | Common Stock  | 166                        |
| Employee Stock Option (right to buy)       | \$ 11  | 11/10/2017                           |  | M                              | 11,253  | <u>(5)</u> 03/06/2024                                    | Common Stock  | 11,253                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships   |
|---|---|
| Mokkarala Harsha<br>C/O 2U, INC.<br>7900 HARKINS ROAD<br>LANHAM, MD 20706 | Director 10% Owner Officer<br>Chief Marketing Officer |

## Signatures

/s/ Matthew Norden,  
attorney-in-fact

11/13/2017

\_\_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 Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 14, 2017.  

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.75 to \$63.60, 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.
- (2) The option award vests as follows: 25% of the underlying shares vested on April 1, 2017, and the remaining 75% of the underlying shares
- (3) will vest in equal monthly installments each month thereafter for 36 months, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
- (4) The shares underlying this option are fully vested.
- (5) The option award vests as follows: 25% of the shares vested on January 31, 2015, and the remaining shares vest in equal monthly installments through January 31, 2018, 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. 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.