

2U, Inc.  
Form 4  
April 02, 2014

**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 \*  
**HALEY TIMOTHY 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)  
**04/02/2014**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 04/02/2014                           |  | C                              | V<br>7,234,906<br>(1)   | A (2) 7,234,906   | I  | By funds<br>(3) (4)                                   |

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)**

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| 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Series A Preferred Stock                   | (2)  | 04/02/2014                           |  | C                              | 4,728,505   | (2)  | (2)   | Common Stock | 4,728,505                  |
| Series B Preferred Stock                   | (2)  | 04/02/2014                           |  | C                              | 1,185,498   | (2)  | (2)   | Common Stock | 1,185,498                  |
| Series C Preferred Stock                   | (2)  | 04/02/2014                           |  | C                              | 681,075   | (2)  | (2)   | Common Stock | 681,075                    |
| Series D Preferred Stock                   | (2)  | 04/02/2014                           |  | C                              | 639,828   | (2)  | (2)   | Common Stock | 639,828                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HALEY TIMOTHY M<br>C/O 2U, INC.<br>8201 CORPORATE DRIVE, SUITE 900<br>LANDOVER, MD 20785 | X             | X         |         |       |

## Signatures

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

\_\_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 total represents shares received upon conversion of shares of Series A, Series B, Series C and Series D convertible preferred stock.
  - (2) Effective upon the closing of the issuer's initial public offering of its common stock, each share of convertible preferred stock automatically converted into one share of common stock. The convertible preferred stock had no expiration date.
  - (3) The total consists of 6,963,598 shares held by Redpoint Ventures III, L.P. ("Redpoint Ventures") and 271,308 shares held by Redpoint Associates III, LLC ("Redpoint Associates," and together with Redpoint Ventures, the "Funds").
  - (4) The shares held by Redpoint Ventures are indirectly held by Redpoint Ventures III, LLC, the general partner of Redpoint Ventures. The reporting person is a manager of Redpoint Ventures III, LLC and a manager of Redpoint Associates. The reporting person disclaims

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beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest therein.

- (5) Consisted of 4,551,186 shares held by Redpoint Ventures and 177,319 shares held by Redpoint Associates.
- (6) Consisted of 1,141,042 shares held by Redpoint Ventures and 44,456 shares held by Redpoint Associates.
- (7) Consisted of 655,535 shares held by Redpoint Ventures and 25,540 shares held by Redpoint Associates.
- (8) Consisted of 615,835 shares held by Redpoint Ventures and 23,993 shares held by Redpoint Associates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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