

2U, Inc.  
Form 4  
August 19, 2015

**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)  
**08/17/2015**

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)         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 05/22/2015                           |  | G                              | V 9,006 A \$ 0  | 29,754  | I  | By Family Trust <sup>(1)</sup>                                |
| Common Stock                    | 08/17/2015                           |  | J <sup>(2)</sup>               | 750,000 D \$ 0  | 5,213,598   | I  | By Redpoint Ventures III, L.P. <sup>(2)</sup> <sup>(3)</sup>  |
| Common Stock                    | 08/17/2015                           |  | J <sup>(4)</sup>               | 29,221 D \$ 0   | 203,126   | I  | By Redpoint Associates III, LLC <sup>(3)</sup> <sup>(4)</sup> |
| Common Stock                    | 08/17/2015                           |  | J <sup>(5)</sup>               | 230,250 A \$ 0  | 230,250   | I  | By Redpoint Ventures III,                                     |

|              |            |                  |         |   |      |        |   |  |
|--------------|------------|------------------|---------|---|------|--------|---|--|
| Common Stock | 08/17/2015 | J <sup>(6)</sup> | 230,250 | D | \$ 0 | 0      | I | LLC <sup>(3)</sup><br>By Redpoint Ventures III, LLC <sup>(3)</sup> |
| Common Stock | 08/17/2015 | J <sup>(7)</sup> | 29,074  | A | \$ 0 | 58,828 | I | By Family Trust <sup>(7)</sup>                                     |
| Common Stock | 08/17/2015 | J <sup>(8)</sup> | 6,610   | A | \$ 0 | 15,423 | I | By Partnership <sup>(8)</sup>                                      |
| Common Stock |            |                  |         |   |      | 9,900  | D |  |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## 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             |           |         |       |

## Signatures

/s/ Timothy M.  
Haley

08/19/2015

\_\_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).

- The shares are held by Haley-McGourty Family Trust U/D/T 9/27/96 (the "Family Trust"). The Reporting Person is a trustee of the
- (1) Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Family Trust except to the extent of his proportionate pecuniary interest therein.
  - (2) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Ventures III, L.P. ("RV III LP") without consideration to its limited partners and its general partner, Redpoint Ventures III, LLC ("RV III LLC").  
RV III LLC serves as the general partner of RV III LP. RV III LLC and RA III are under common control. As such, RV III LLC has sole voting and investment control over the shares owned by RV III LP, and may be deemed to beneficially own the shares held by RA III and RV III LP. RV III LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.
  - (3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Associates III, LLC ("RA III") without consideration to its members.
  - (4) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by RV III LP described in footnote (2) above.
  - (5) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RV III LLC without consideration to its members.  
Represents a change in the form of ownership from one form of indirect to another by virtue of the receipt of shares of Common Stock of the Issuer in the pro-rata in-kind distributions described in footnotes (4) and (6) above. The shares are held by the Family Trust. The
  - (6) Reporting Person is a trustee of the Family Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Family Trust except to the extent of his proportionate pecuniary interest therein.  
Represents a change in the form of ownership from one form of indirect to another by virtue of the receipt of shares of Common Stock of the Issuer in the pro-rata in-kind distribution described in footnote (6) above. The shares are held by Haley-McGourty Partners (the
  - (7) "Partnership"). The Reporting Person is a general partner of the Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Partnership except to the extent of his proportionate pecuniary interest therein.
  - (8)

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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