

2U, Inc.  
Form 4  
October 05, 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 \*  
**COHEN ROBERT**

(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)  
**10/01/2015**

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)

**President and COO**

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                    |                                      |  |                                |   | 333,949   | D  |  |
| Common Stock                    | 10/01/2015                           |  | S <sup>(1)</sup>               | 6,341 D   | \$ 32.02<br><sup>(2)</sup>  | I  | By Robert L. Cohen 2012 Irrevocable Trust <sup>(3)</sup> |
| Common Stock                    | 10/01/2015                           |  | S <sup>(1)</sup>               | 6,453 D   | \$ 33.16<br><sup>(4)</sup>  | I  | By Robert L. Cohen 2012 Irrevocable Trust <sup>(3)</sup> |

|              |            |                  |       |   |                           |        |   |  |
|--------------|------------|------------------|-------|---|---------------------------|--------|---|--|
| Common Stock | 10/01/2015 | S <sup>(1)</sup> | 6,006 | D | \$<br>33.96<br><u>(5)</u> | 94,200 | I | By Robert L. Cohen<br>2012<br>Irrevocable Trust <sup>(3)</sup> |
| Common Stock | 10/01/2015 | S <sup>(1)</sup> | 1,000 | D | \$<br>35.14<br><u>(6)</u> | 93,200 | I | By Robert L. Cohen<br>2012<br>Irrevocable Trust <sup>(3)</sup> |
| Common Stock | 10/01/2015 | S <sup>(1)</sup> | 200   | D | \$<br>35.72               | 93,000 | I | By Robert L. Cohen<br>2012<br>Irrevocable Trust <sup>(3)</sup> |

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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 |
| COHEN ROBERT<br>C/O 2U, INC.<br>8201 CORPORATE DRIVE, SUITE 900<br>LANDOVER, MD 20785 |               |           | President<br>and COO |       |

## Signatures

Matthew J. Norden,  
attorney-in-fact

10/05/2015

\_\_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).
- (1) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the Robert L. Cohen 2012 Irrevocable Trust on May 12, 2015.  

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.48 to \$32.40, 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 footnotes (2), (4), (5) and (6) to this Form 4.
- (2) These shares are held in a trust for the benefit of the reporting person's spouse and children. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.66 to \$33.65, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.67 to \$34.44, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.70 to \$35.69, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.70 to \$35.69, inclusive.

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.