

2U, Inc.  
Form 4  
September 08, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
2U, Inc. [TWOU]

3. Date of Earliest Transaction (Month/Day/Year)  
09/03/2015

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/03/2015		S	0 (1) (2) D (1) (2)	\$ 0 (3) (4)	I	By Funds (3) (4)
Common Stock					39,648 (5)	D (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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partnership interest in the Funds. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.

- (5) The amount reported consists of 8,734 restricted stock units, each of which represents a contingent right to receive one share of common stock of the issuer, and shares of common stock of the issuer, which were received in the DIKs. 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.

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