

STAVIS ROBERT M  
Form 4  
April 29, 2019

**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 \*  
STAVIS ROBERT M

(Last) (First) (Middle)

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

(Street)

LANHAM, MD 20706

(City) (State) (Zip)

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

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

04/25/2019

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 or Price		
Common Stock <sup>(1)</sup>	04/25/2019		A		1,639 <sup>(2)</sup>	A	\$ 0
							17,377 <sup>(3)</sup>
Common Stock <sup>(1)</sup>	04/25/2019		A		409 <sup>(4)</sup>	A	\$ 61.01
							17,786 <sup>(3)</sup>
							<sup>(5)</sup>
Common Stock <sup>(1)</sup>	04/25/2019		A		81 <sup>(4)</sup>	A	\$ 61.01
							17,867 <sup>(3)</sup>
							<sup>(6)</sup>
Common Stock <sup>(1)</sup>	04/25/2019		A		245 <sup>(4)</sup>	A	\$ 0
							18,112 <sup>(3)</sup>
							28,130
							D

Common  
Stock

Common  
Stock

35,707

I

See  
footnote  
(7)

Common  
Stock

35,740

I

See  
footnote  
(8)

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. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 61.01	04/25/2019		A	3,601	(9) 04/25/2029	Common Stock	3,601

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STAVIS ROBERT M C/O 2U, INC. 7900 HARKINS ROD LANHAM, MD 20706	X			

## Signatures

/s/ Matthew J. Norden,  
attorney-in-fact

04/29/2019

\_\_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 security represents restricted stock units granted to the reporting person. Each restricted stock unit represents a contingent right to receive one share of common stock of the issuer.
- (2) The restricted stock unit award will vest as to one-third of the underlying shares on each of April 1, 2020, 2021 and 2022, subject to the reporting person's continued service as a director of the issuer as of the applicable vesting date.
- (3) The reporting person has agreed to assign to Deer Management Co. LLC the right to any shares issuable pursuant to the restricted stock unit award or any proceeds from the sale thereof.
- (4) The shares underlying this restricted stock unit award will vest in full on April 1, 2020, subject to the reporting person's continued service as a director of the issuer as of that date.
- (5) The restricted stock units were issued to the reporting person in lieu of annual director retainer fees of \$25,000.
- (6) The restricted stock units were issued to the reporting person in lieu of annual chairman retainer fees of \$5,000.
- (7) The shares reported are held by Stavis Ventures II, LLC ("Stavis Ventures"). Stavis Ventures is controlled by the reporting person, and the reporting person disclaims beneficial ownership of the shares held by this entity, except to the extent of his pecuniary interest therein, if any.
- (8) The shares reported are held by Stavco Venture Holdings LLC ("Stavco Venture Holdings"). Stavco Venture Holdings is controlled by the reporting person, and the reporting person disclaims beneficial ownership of the shares held by this entity, except to the extent of his pecuniary interest therein, if any.
- (9) The option award will vest as to one-third of the underlying shares on each of April 1, 2020, 2021 and 2022, 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.

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