

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 \*  
MAEDER PAUL A

(Last) (First) (Middle)

C/O 2U, INC., 8201 CORPORATE DRIVE

(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	(A) 3,543,165 (1)	A (2) 3,543,165	I	By funds (3) (4)

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)**

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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)	Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Series B Preferred Stock	(2)	04/02/2014		C	2,747,352	(2)	(2)	Common Stock	2,747,352
Series C Preferred Stock	(2)	04/02/2014		C	475,899	(2)	(2)	Common Stock	475,899
Series D Preferred Stock	(2)	04/02/2014		C	319,914	(2)	(2)	Common Stock	319,914

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAEDER PAUL A C/O 2U, INC. 8201 CORPORATE DRIVE LANDOVER, MD 20785		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 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 (i) 2,178,336 shares held by Highland Capital Partners VII, Limited Partnership ("Highland VII"), (ii) 527,852 shares held by Highland Capital Partners VII-B, Limited Partnership ("Highland VII-B"), (iii) 768,720 shares held by Highland Capital Partners VII-C, Limited Partnership ("Highland VII-C") and (iv) 68,257 shares held by Highland Entrepreneurs' Fund VII, Limited Partnership ("Highland Entrepreneurs" and, together with Highland VII, Highland VII-B and Highland VII-C, the "Funds").

(4) Highland Management Partners VII, Limited Partnership ("HMP LP") is the general partner of each of the Funds. Highland Management Partners VII, LLC ("HMP LLC") is the general partner of HMP LP. The reporting person is one of the managing members of HMP LLC. The reporting person disclaims beneficial ownership of the securities held by the Funds, except to the extent of his pecuniary interest therein.

(5)

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Consisted of (i) 1,689,070 shares held by Highland VII, (ii) 409,294 shares held by Highland VII-B, (iii) 596,062 shares held by Highland VII-C and (iv) 52,926 shares held by Highland Entrepreneurs.

(6) Consisted of (i) 292,583 shares held by Highland VII, (ii) 70,898 shares held by Highland VII-B, (iii) 103,250 shares held by Highland VII-C and (iv) 9,168 shares held by Highland Entrepreneurs.

(7) Consisted of (i) 196,683 shares held by Highland VII, (ii) 47,660 shares held by Highland VII-B, (iii) 69,408 shares held by Highland VII-C and (iv) 6,163 shares held by Highland Entrepreneurs.

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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