

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 *
Redpoint Ventures III, LLC

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 2, SUITE 290

(Street)

MENLO PARK, CA 94025

(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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) 7,234,906 (1)	A (2) 7,234,906	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock	(2)	04/02/2014		C	4,728,505	(2)	(2)	Common Stock	4,728,505
Series B Preferred Stock	(2)	04/02/2014		C	1,185,498	(2)	(2)	Common Stock	1,185,498
Series C Preferred Stock	(2)	04/02/2014		C	681,075	(2)	(2)	Common Stock	681,075
Series D Preferred Stock	(2)	04/02/2014		C	639,828	(2)	(2)	Common Stock	639,828

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Redpoint Ventures III, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
REDPOINT VENTURES III LP 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		
Redpoint Associates III, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025		X		

Signatures

/s/ Timothy M. Haley, Managing Director	04/02/2014
**Signature of Reporting Person	Date
By: Redpoint Ventures III, LLC, its general partner, By: /s/ Timothy M. Haley, Managing Director	04/02/2014
**Signature of Reporting Person	Date
By: /s/ Timothy M. Haley, Manager	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 A, 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 6,963,598 shares held by Redpoint Ventures III, L.P. ("Redpoint Ventures") and 271,308 shares held by Redpoint Associates III, LLC ("Redpoint Associates").

The shares held by Redpoint Ventures are indirectly held by Redpoint Ventures III, LLC ("RV III LLC"), the general partner of Redpoint Ventures. Redpoint Associates is under common control with RV III LLC. As such, RV III LLC has voting and investment control over

- (4) the shares owned by Redpoint Ventures and Redpoint Associates, and may be deemed to beneficially own the shares held by Redpoint Ventures and Redpoint Associates. RV III LLC owns no securities of the issuer directly. RV III LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.
- (5) Consisted of 4,551,186 shares held by Redpoint Ventures and 177,319 shares held by Redpoint Associates.
- (6) Consisted of 1,141,042 shares held by Redpoint Ventures and 44,456 shares held by Redpoint Associates.
- (7) Consisted of 655,535 shares held by Redpoint Ventures and 25,540 shares held by Redpoint Associates.
- (8) Consisted of 615,835 shares held by Redpoint Ventures and 23,993 shares held by Redpoint Associates.

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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