

STAVIS ROBERT M
Form 4
April 27, 2018

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

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

04/25/2018

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

LANHAM, MD 20706

(City) (State) (Zip)

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 ⁽¹⁾	04/25/2018		A		698 ⁽²⁾ A \$ 0	114,745 ⁽³⁾	D
Common Stock ⁽¹⁾	04/25/2018		A		317 ⁽⁴⁾ A \$ 78.77	115,062 ⁽³⁾	D
Common Stock ⁽¹⁾	04/25/2018		A		63 ⁽⁴⁾ A \$ 78.77	115,125 ⁽³⁾	D
Common Stock ⁽¹⁾	04/25/2018		A		190 ⁽⁴⁾ A \$ 0	115,315 ⁽³⁾	D

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- The amount reported includes 35,707 shares held by Stavis Ventures II, LLC ("Stavis Ventures"), and 35,740 shares held by Stavco Venture Holdings LLC ("Stavco Venture Holdings"). Stavis Ventures and Stavco Venture Holdings 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, if any.
- (3) The shares underlying this restricted stock unit award will vest in full on April 1, 2019, subject to the reporting person's continued service as a director of the issuer as of that date.
 - (4) The restricted stock units were issued to the reporting person in lieu of annual director retainer fees of \$25,000.
 - (5) The restricted stock units were issued to the reporting person in lieu of annual chairman retainer fees of \$5,000.
 - (6) The option award will vest as to one-third of the underlying shares on each of April 1, 2019, 2020 and 2021, 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. 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.