

MAEDER PAUL A
Form 4
April 27, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
MAEDER PAUL A

(Last) (First) (Middle)

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

(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)

04/25/2018

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 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	04/25/2018		A		317 ⁽²⁾	A	\$ 78.77 ⁽³⁾
					49,915		D
Common Stock ⁽¹⁾	04/25/2018		A		698 ⁽⁴⁾	A	\$ 0
					50,613		D
Common Stock ⁽¹⁾	04/25/2018		A		190 ⁽²⁾	A	\$ 0
					50,803		D
Common Stock ⁽¹⁾	04/25/2018		A		63 ⁽²⁾	A	\$ 78.77 ⁽⁵⁾
					50,866		D
					39,946		I

Common
StockBy
Altaheide
LLC ⁽⁶⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.SEC 1474
(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
Employee Stock Option (right to buy)	\$ 78.77	04/25/2018		A	1,504	⁽⁷⁾ 04/25/2028	Common Stock	1,504

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAEDER PAUL A C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706	X			

Signatures

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

04/27/2018

**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 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.
 - (3) The restricted stock units were issued to the reporting person in lieu of annual director retainer fees of \$25,000.
 - (4) The restricted stock unit 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 as a director of the issuer as of the applicable vesting date.
 - (5) The restricted stock units were issued to the reporting person in lieu of annual chairman retainer fees of \$5,000.
- These shares are held by Altaheide LLC, the sole members of which are certain trusts for the benefit of the reporting person's children.
- (6) The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
 - (7) 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.