

Paucek Christopher J
 Form 4
 November 17, 2017

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 *
 Paucek Christopher J

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2017

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

Chief Executive Officer

(Street)
 LANHAM, MD 20706

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

(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	11/15/2017		M ⁽¹⁾		59,259	A	\$ 3.08 218,834
Common Stock	11/15/2017		S ⁽¹⁾		85,231	D	\$ 63.34 133,603
Common Stock	11/15/2017		S ⁽¹⁾		909	D	\$ 64.08 132,694
Common Stock	11/16/2017		M ⁽¹⁾		39,080	A	\$ 3.08 171,774
	11/16/2017		M ⁽¹⁾		20,000	A	\$ 5.75 191,774

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Common
Stock

Common Stock	11/16/2017		S ⁽¹⁾	36,880	D	\$ 64.19 (4)	154,894	D
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Common Stock	11/16/2017		S ⁽¹⁾	22,200	D	\$ 65.11 (5)	132,694	D
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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.

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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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 3.08	11/15/2017		M	59,259	(6) 02/27/2022	Common Stock	59,259
Employee Stock Option (right to buy)	\$ 3.08	11/16/2017		M	39,080	(6) 02/27/2022	Common Stock	39,080
Employee Stock Option (right to buy)	\$ 5.75	11/16/2017		M	20,000	(6) 01/31/2023	Common Stock	20,000

