

2U, Inc.  
Form 8-K  
December 10, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

**December 4, 2018**

**2U, INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE**

(STATE OF INCORPORATION)

**001-36376**  
(COMMISSION FILE NUMBER)

**26-2335939**  
(IRS EMPLOYER ID. NUMBER)

**7900 Harkins Road**  
**Lanham, MD**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**20706**  
(ZIP CODE)

**(301) 892-4350**

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(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On December 4, 2018, the Board of Directors (the "Board") of 2U, Inc., a Delaware corporation (the "Company") increased its size to twelve (12) members in accordance with the Company's Seventh Amended and Restated Certificate of Incorporation, and appointed Alexis Maybank as a Class III Director to fill the vacancy created by such increase in size, both effective as of December 4, 2018. Ms. Maybank's term will expire at the Company's 2020 Annual Meeting of Stockholders. Ms. Maybank will be compensated in accordance with the Company's director compensation program for non-employee directors. As of the filing of this Form 8-K, the Board has not determined the committee assignments for Ms. Maybank.

The Company issued a press release announcing that Ms. Maybank will join the Company as a Class III Director. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

The following exhibit is filed as part of this report:

| Exhibit Number | Exhibit Description                                                                                                    |
|----------------|------------------------------------------------------------------------------------------------------------------------|
| 99.1           | <u>Press release, dated December 10, 2018, Alexis Maybank, Co-Founder of Gilt Groupe, Joins 2U Board of Directors.</u> |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

2U, INC.

|        |                                              |
|--------|----------------------------------------------|
| By:    | /s/ Matthew J. Norden                        |
| Name:  | Matthew J. Norden                            |
| Title: | Co-General Counsel, Corporate and Securities |

Date: December 10, 2018