Kenigsberg James Form 4 December 26, 2017

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3

Expires:

Number: 3235-0287

January 31,

**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.

Form 4 or
Form 5
obligations
may continue.
See Instruction
Section 16.

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

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Kenigsberg James |         |          | 2. Issuer Name and Ticker or Trading<br>Symbol<br>2U, Inc. [TWOU] | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)                             |  |  |  |
|--|---------|----------|---|--|--|--|--|
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction                                   | (Check an applicable)  |  |  |  |
|  |         |          | (Month/Day/Year)  | Director 10% Owner   |  |  |  |
| C/O 2U, INC., 7900 HARKINS<br>ROAD                         |         |          | 12/22/2017  | _X_ Officer (give title Other (specify below) Chief Technology Officer                               |  |  |  |
| (Street)   |         |          | 4. If Amendment, Date Original                                    | 6. Individual or Joint/Group Filing(Check  |  |  |  |
| LANHAM, MD 20706   |         |          | Filed(Month/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |  |

| (City)                               | (State)   | (Zip) Tabl | e I - Non-D                             | erivative   | Secur            | ities Acq    | uired, Disposed o  | f, or Beneficial   | ly Owned  |  |
|--------------------------------------|---|------------|---|---|------------------|--------------|--|--|---|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Ye |            | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) |                  |              | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|                                      |   |            | Code V                                  | Amount  | (A)<br>or<br>(D) | Price        | Reported<br>Transaction(s)<br>(Instr. 3 and 4)                   |  |   |  |
| Common<br>Stock                      | 12/22/2017  |            | S(1)                                    | 9,545   | D                | 62.86<br>(2) | 56,726   | D  |   |  |

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Kenigsberg James - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) |                                   |                     | ate             | 7. Title<br>Amoun<br>Under | int of<br>lying<br>ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene |
|---|---|---|---|---------------------------------------|-----------------------------------|---------------------|-----------------|----------------------------|--------------------------|--|---------------------------------|
|   | Derivative<br>Security                      |   |   |                                       | Securities<br>Acquired            |                     |                 | (Instr.                    | 3 and 4)                 |  | Owne<br>Follo                   |
|   |   |   |   |                                       | (A) or<br>Disposed                |                     |                 |                            |                          |  | Repo<br>Trans                   |
|   |   |   |   |                                       | of (D)<br>(Instr. 3,<br>4, and 5) |                     |                 |                            |                          |  | (Instr                          |
|   |   |   |   |                                       | 4, and 3)                         |                     |                 |                            | Amount                   |  |                                 |
|   |   |   |   |                                       |                                   | Date<br>Exercisable | Expiration Date | Title                      | or<br>Number<br>of       |  |                                 |
|   |   |   |   | Code V                                | (A) (D)                           |                     |                 |                            | Shares                   |  |                                 |

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kenigsberg James C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706

Chief Technology Officer

## **Signatures**

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

12/26/2017

\*\*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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 22, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.53 to \$63.45, inclusive. The reporting person undertakes to provide to 2U, Inc., any security holder of 2U, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

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.

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