HALEY TIMOTHY M

Form 5

February 05, 2018

OMB APPROVAL FORM 5 **OMB**

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.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2005 Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

1. Name and Address of Reporting Person * HALEY TIMOTHY M			2. Issuer Name and Ticker or Trading Symbol 2U, Inc. [TWOU]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended	(Check all applicable)			
C/O 2U, INC., 7900 HARKIN			(Month/Day/Year) 12/31/2017	X Director 10% Owner Officer (give title Other (specify below)			
C/O 2U, INC	.,A 7900 HA	ARKINS		below)			
ROAD							
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting			
				(check applicable line)			

LANHAM, MDÂ 20706

(State)

(Zip)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Tabl	le I - Non-Der	ivative Se	curiti	es Acqı	uired, Disposed	of, or Benefic	ially 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. Securi Acquired Disposed (Instr. 3,	l (A) of l of (D) 4 and (A) or))	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/07/2017	Â	G	2,800	D	\$ 0	87,530	I	By Family Trust (1)
Common Stock	Â	Â	Â	Â	Â	Â	16,827	I	By Partnership (2)
Common Stock	Â	Â	Â	Â	Â	Â	4,508	D	Â

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

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SEC 2270 (9-02)

of D

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	
Derivative	Conversion	(Month/Day/Year)	•	Transaction	Number	Expiration D		Amou		Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	, ,	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
					,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Date		of		
					(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Othe			
HALEY TIMOTHY M C/O 2U, INC. 7900 HARKINS ROAD LANHAM Â MDÂ 20706	ÂX	Â	Â	Â			

Signatures

/s/ Matthew J. Norden, attorney-in-fact 02/05/2018

**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).
- The shares are held by Haley-McGourty Family Trust U/D/T 9/27/96 ("Family Trust"). The Reporting Person is a trustee of the Family (1) Trust. The Reporting Person disclaims beneficial ownership of the shares held by the Family Trust except to the extent of his proportionate pecuniary interest therein.
- The shares are held by Haley-McGourty Partners (the "Partnership"). The Reporting Person is a general partner of the Partnership. The Reporting Person disclaims beneficial ownership of the shares held by the Partnership except to the extent of his proportionate pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

Reporting Owners 2