Edgar Filing: Macias Edward S. - Form 4

Masian Edward C

Macias Edwa	ard S.										
Form 4											
April 27, 20	18										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									PPROVAL		
		RITIES AND EXCHANGE COMMISSION ashington, D.C. 20549				OMB Number:	3235-0287				
Check th if no long	ter							Expires:	January 31, 2005		
subject to Section 1	6. SIAIE M	IENT OF (CHANGES IN BENEFICIAL OWNERS SECURITIES				NERSHIP OF	Estimated average burden hours per			
Form 4 o	-	~		~ .				response	0.5		
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Macias Edward S.			2. Issuer Name and Ticker or Trading Symbol 2U, Inc. [TWOU]				5. Relationship of Reporting Person(s) to Issuer				
(Lest)	(Einst)		, r	-			(Chec	k all applicable	e)		
			3. Date of Earliest Transaction (Month/Day/Year) 04/25/2018				X_ Director 10% Owner Officer (give title Other (specify below) below)				
Rond	(Street)	4	If Amondmont De	ata Origina	1		6 Individual or Io	int/Croun Filir	or (Chaola		
			iled(Month/Day/Year	Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
The			u(Monul/Day/Tear)				_X_ Form filed by One Reporting Person				
LANHAM, MD 20706 Form filed by More than One Reporting Person						porting					
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution I any (Month/Day	13.4. Securities AcquiredDate, ifTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
			Code V	Amount	(A) or (D)	Price \$	Reported Transaction(s) (Instr. 3 and 4)				
Common Stock (1)	04/25/2018		А	317 <u>(2)</u>	А	(<u>3)</u>	19,079	D			
Common Stock (1)	04/25/2018		А	698 <u>(4)</u>	А	\$0	19,777	D			

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

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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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	Date	7. Title and Underlying (Instr. 3 and	Securities	8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 78.77	04/25/2018		A	1,504	(5)	04/25/2028	Common Stock	1,504	

Reporting Owners

Reporting Owner Name / Address	Relationships						
L O	Director	10% Owner	Officer Other				
Macias Edward S. C/O 2U, INC. 7900 HARKINS ROAD LANHAM, MD 20706	Х						
Signatures							

/s/ Matthew 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 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.

Reporting Owners

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