

2U, Inc.
Form 4
August 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
STAVIS ROBERT M

(Last) (First) (Middle)

C/O BESSEMER VENTURE PARTNERS, 1865 PALMER AVENUE, SUITE 104

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
2U, Inc. [TWOU]

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	08/10/2015		S	0 (1) D	\$ 0 (1)	8,734 (1) (2) (3)	D (2) (3)
Common Stock	08/11/2015		S	0 (1) D	\$ 0 (4)	8,734 (4) (2) (3)	D (2) (3)
Common Stock	08/12/2015		S	0 (1) D	\$ 0 (5)	8,734 (5) (2) (3)	D (2) (3)

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

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pecuniary interest, if any, in such securities by virtue of his interest in Deer VII & Co. Ltd., his interest in Deer VII & Co. L.P. and his indirect limited partnership interest in the Funds. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.

(4) On August 11, 2015, BVP VII sold 17,108 shares, BVP VII Inst sold 7,485 shares, and BVP VII SOF sold 28,870 shares at the weighted average sale price of \$37.29740. After the sales, BVP VII owned 668,178 shares, BVP VII Inst owned 292,327 shares, and BVP VII SOF owned 1,127,552 shares. These shares were sold in multiple transactions at prices ranging from \$37.0000 to \$37.7100. The reporting person undertakes to provide to the issuer, any security holder of the issuer 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 this footnote.

(5) On August 12, 2015, BVP VII sold 65,600 shares, BVP VII Inst sold 28,700 shares, and BVP VII SOF sold 110,700 shares at the weighted average sale price of \$ \$37.00162. After the sales, BVP VII owned 602,578 shares, BVP VII Inst owned 263,627 shares, and BVP VII SOF owned 1,016,852 shares. These shares were sold in multiple transactions at prices ranging from \$37.0000 to \$ \$37.3200. The reporting person undertakes to provide to the issuer, any security holder of the issuer 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 this footnote.

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.