2U, Inc. Form 4/A April 22, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Paucek Christopher J

2. Issuer Name and Ticker or Trading Symbol

Issuer

2U, Inc. [TWOU]

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Last) (First) (Middle)

(Zin)

3. Date of Earliest Transaction

(Month/Day/Year) 04/09/2015

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

C/O 2U, INC., 8201 CORPORATE DRIVE, SUITE 900

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year) 04/13/2015

Chief Executive Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

LANDOVER, MD 20785

(City)

(City)	(State) (2	Table	I - Non-De	erivative Secu	ırities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction Code	4. Securities n(A) or Dispo	_	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and (A	A) or	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	04/09/2015		Code V M(1)	5,000 A	1.82	119,330	D	
Common Stock	04/10/2015		$M_{\underline{(1)}}$	5,000 A	\$ 1.82	119,330	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. Transactic Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.82	04/09/2015		M <u>(1)</u>	5,000	<u>(4)</u>	06/08/2020	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 1.82	04/10/2015		M <u>(1)</u>	5,000	<u>(4)</u>	06/08/2020	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Paucek Christopher J

C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 X Chief Executive Officer

LANDOVER, MD 20785

Signatures

Matthew J. Norden, attorney-in-fact 04/22/2016

**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 amended Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 11, 2014, and amended on March 3, 2015.

(4) The shares underlying this option are fully vested.

Reporting Owners 2

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Remarks:

The option exercise-related transactions reported on the first and third rows of Table I and the first and second rows of Table I 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

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