

2U, Inc.  
Form 3  
January 29, 2016

**FORM 3**

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

OMB APPROVAL

OMB  
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**INITIAL STATEMENT OF 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 \*

Â Mokkarala Harsha

(Last) (First) (Middle)

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

(Street)

LANDOVER,Â MDÂ 20785

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/20/2016

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

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner

X Officer \_\_\_ Other

(give title below) (specify below)

Chief Marketing 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock <sup>(1)</sup>

13,323

D Â

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative

5. Ownership  
Form of  
Derivative  
Security:

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

# Edgar Filing: 2U, Inc. - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	11/26/2023	Common Stock	23,105	\$ 8.45	D	Â
Employee Stock Option (right to buy)	Â (3)	03/06/2024	Common Stock	18,820	\$ 11	D	Â
Employee Stock Option (right to buy)	Â (4)	04/01/2025	Common Stock	7,648	\$ 25.52	D	Â
Employee Stock Option (right to buy)	Â (5)	07/01/2025	Common Stock	9,602	\$ 30.83	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mokkarala Harsha C/O 2U, INC. 8201 CORPORATE DRIVE, SUITE 900 LANDOVER,Â MDÂ 20785	Â	Â	Â Chief Marketing Officer	Â

## Signatures

Matthew J. Norden,  
attorney-in-fact

01/29/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) 7,271 of the shares underlying this option have already vested, and the remaining shares vest in equal monthly installments through July 1, 2017, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
- (3) 4,593 of the shares underlying this option have already vested, and the remaining shares vest in equal monthly installments through January 31, 2018, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
- (4) 25% of the shares underlying this option vest on April 1, 2016, and the remaining shares vest in 36 equal monthly installments thereafter, subject to the reporting person's continued service with the issuer as of the applicable vesting date.
- (5) 25% of the shares underlying this option vest on July 1, 2016, and the remaining shares vest in 36 equal monthly installments thereafter, subject to the reporting person's continued service with the issuer as of the applicable vesting date.

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### Remarks:

ExhibitÂ ListÂ --Â ExhibitÂ 24.1Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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