

2U, Inc.
Form 4
May 13, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Redpoint Ventures III, LLC

(Last) (First) (Middle)

3000 SAND HILL ROAD, BUILDING 2, SUITE 290

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/11/2015 | | J ⁽¹⁾ | | 1,000,000 | D | \$ 0 | 5,963,598 | I | By Redpoint Ventures III, L.P. ⁽¹⁾ ⁽²⁾ |
| Common Stock | 05/11/2015 | | J ⁽³⁾ | | 38,961 | D | \$ 0 | 232,347 | I | By Redpoint Associates III, LLC ⁽²⁾ ⁽³⁾ |
| Common Stock | 05/11/2015 | | J ⁽⁴⁾ | | 307,000 | A | \$ 0 | 307,000 | I | By Redpoint |

| | | | | | | | | |
|--------------|------------|--|------------------|---------|---|--------|---|--|
| Common Stock | 05/11/2015 | | J ⁽⁵⁾ | 307,000 | D | \$ 0 0 | I | Ventures III, LLC ⁽²⁾ <u>(4)</u> By Redpoint Ventures III, LLC ⁽²⁾ <u>(5)</u> |
|--------------|------------|--|------------------|---------|---|--------|---|--|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of 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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Redpoint Ventures III, LLC 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| REDPOINT VENTURES III LP 3000 SAND HILL ROAD BUILDING 2, SUITE 290 MENLO PARK, CA 94025 | | X | | |
| Redpoint Associates III, LLC 3000 SAND HILL ROAD | | X | | |

BUILDING 2, SUITE 290
MENLO PARK, CA 94025

Signatures

| | |
|--|------------|
| /s/ Timothy M. Haley, Managing Director | 05/12/2015 |
| __Signature of Reporting Person | Date |
| /s/ Timothy M. Haley, Managing Director of Redpoint Ventures III, LLC, its General Partner | 05/12/2015 |
| __Signature of Reporting Person | Date |
| /s/ Timothy M. Haley, Manager | 05/12/2015 |
| __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) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by Redpoint Ventures III, L.P. ("RV III LP") without consideration to its limited partners and its general partner, Redpoint Ventures III, LLC ("RV III LLC").
RV III LLC serves as the general partner of RV III LP. RV III LLC and Redpoint Associates III, LLC ("RA III") are under common control. As such, RV III LLC has sole voting and investment control over the shares owned by RV III LP, and may be deemed to beneficially own the shares held by RA III and RV III LP. RV III LLC disclaims beneficial ownership of the shares reported herein, except to the extent of its pecuniary interest therein.
- (3) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RA III without consideration to its members.
- (4) Represents a change in the form of ownership from indirect to direct by virtue of the receipt of shares in the pro-rata in-kind distribution of Common Stock of the Issuer by RV III LP described in footnote 1.
- (5) Represents a pro-rata in-kind distribution of Common Stock of the Issuer by RV III LLC without consideration to its members.

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.