

2U, Inc.
Form 4
May 13, 2015

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
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

OMB APPROVAL

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

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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").

(2) 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.

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