

2U, Inc.  
Form 10-K/A  
February 12, 2018

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

**Amendment No. 1**

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

**For the fiscal year ended December 31, 2016**

**or**

**o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the transition period from to**

**Commission File Number: 001-36376**

## 2U, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7900 Harkins Road, Lanham, MD**  
(Address of principal executive offices)

**26-2335939**  
(I.R.S. Employer  
Identification No.)

**20706**  
(Zip Code)

**(301) 892-4350**  
Registrant's telephone number, including area code:

Securities registered pursuant to Section 12(b) of the Act:

**Title of each class:**  
Common Stock, \$0.001 par value per share

**Name of exchange on which registered:**  
The Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>	Emerging growth company <input type="checkbox"/>
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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the 42,046,218 shares held by non-affiliates as of June 30, 2016 (computed based on the closing price on such date as reported on The Nasdaq Global Select Market) was \$1,236,579,271.

As of February 17, 2017, there were 47,229,877 shares of the registrant's common stock, par value \$0.001 per share, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Company's definitive proxy statement, to be filed pursuant to Regulation 14A under the Securities Exchange Act of 1934, for its 2017 Annual Meeting of Stockholders are incorporated by reference in Part III of this Form 10-K.

**EXPLANATORY NOTE**

2U, Inc. is filing this Amendment No. 1 (this Form 10-K/A ) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2016, originally filed with the U.S. Securities and Exchange Commission on February 24, 2017 (the Original Form 10-K ), solely to revise the certifications filed as Exhibits 31.1 and 31.2 to the Original Form 10-K, which inadvertently omitted certain language regarding internal control over financial reporting required to be included in the introductory sentence of paragraph 4. This Form 10-K/A does not reflect events occurring after the filing of the Original Form 10-K and, other than the filing of the corrected certifications mentioned above, does not modify or update the disclosures in the Original Form 10-K in any way.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a) No financial statements or schedules are filed with this Amendment No. 1 to Annual Report on Form 10-K/A.

(b) The following exhibits are filed with this Amendment No. 1 to Annual Report on Form 10-K/A:

31.1 Certification of Principal Executive Officer of 2U, Inc. pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Principal Financial Officer of 2U, Inc. pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description</b>	<b>Form</b>	<b>File No.</b>	<b>Exhibit Number</b>	<b>Filing Date</b>	<b>Filed Herewith</b>
31.1	<u>Certification of Principal Executive Officer of 2U, Inc. pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>					X
31.2	<u>Certification of Principal Financial Officer of 2U, Inc. pursuant to Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>					X

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

2U, Inc.  
February 12, 2018

By: /s/ CHRISTOPHER J. PAUCEK  
Name: Christopher J. Paucek  
Title: *Chief Executive Officer and Director*