

2U, Inc.  
Form 8-K  
February 21, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

**February 16, 2018**

**2U, INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE**

(STATE OF INCORPORATION)

**001-36376**  
(COMMISSION FILE NUMBER)

**26-2335939**  
(IRS EMPLOYER ID. NUMBER)

**7900 Harkins Road**  
**Lanham, MD**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**20706**  
(ZIP CODE)

**(301) 892-4350**

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(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On February 16, 2018, the Board of Directors (the Board ) of 2U, Inc., a Delaware corporation (the Company ) increased its size to twelve (12) members in accordance with the Company s Seventh Amended and Restated Certificate of Incorporation, and appointed Gregory K. Peters as a Class I Director to fill the vacancy created by such increase in size, both effective as of March 15, 2018. Mr. Peters term will expire at the Company s 2018 Annual Meeting of Stockholders. Mr. Peters will be compensated in accordance with the Company s director compensation program for non-employee directors.

The Company issued a press release announcing that Mr. Peters will join the Company as a Class I Director. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

The following exhibit is filed as part of this report:

<b>Exhibit Number</b>	<b>Exhibit Description</b>
99.1	<u>Press release, dated February 21, 2018, Greg Peters, Chief Product Officer of Netflix, Joins 2U Board of Directors.</u>

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

2U, INC.

By:	/s/ Matthew J. Norden
Name:	Matthew J. Norden
Title:	Co-General Counsel, Corporate and Securities

Date: February 21, 2018