

**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):

June 1, 2017

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

(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 8.01 Other Events

On June 1, 2017, 2U, Inc. a Delaware corporation (the “Company”) issued a press release announcing that David Sutphen will join the Company as its Chief Communications and Engagement Officer. 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:

Exhibit Number	Exhibit Description
99.1	Press release, dated June 1, 2017, “David Sutphen to Join 2U as Chief Communications and Engagement Officer.”

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: Deputy General Counsel

Date: June 1, 2017

EXHIBIT INDEX

Exhibit Number

Exhibit Description

99.1 Press release, dated June 1, 2017, "David Sutphen to Join 2U as Chief Communications and Engagement Officer."

David Sutphen to Join 2U as Chief Communications and Engagement Officer

LANHAM, Md., June 1, 2017 — 2U, Inc. (NASDAQ: TWOU), a leader in delivering best-in-class digital education in partnership with the world's top colleges and universities, today announced that David Sutphen will join the company as its first Chief Communications and Engagement Officer. In this newly created role, Sutphen will report directly to Christopher "Chip" Paucek, 2U's CEO and co-founder, and oversee global communications, public affairs, corporate brand and events.

"We are so excited to add David to the 2U senior leadership team. He is a skilled communicator, creative thinker and proven leader with more than two decades of experience at the intersection of business, government and civil society," said Paucek. "As we continue to grow and extend our brand globally, David will help shape and drive the 2U narrative and deepen our engagement with the media and thought leaders in education and technology, as well as key stakeholders, including current and prospective employees, our university partners and their students, and investors."

"Education has played a transformational role in my life and is a personal passion so I am thrilled to join 2U -- a dynamic, fast-growing, and purpose-driven company," said Sutphen. "The opportunity to become part of this strong team and work alongside Chip, an inspirational and respected leader, while advancing 2U's important mission makes this an ideal fit for me. I look forward to bringing my mix of skills and experience, as well as my passion for education, to the company as we continue transforming higher education and people's lives in positive and empowering ways."

Sutphen joins 2U from Brunswick Group, a global strategic communications and advisory firm, where he was a partner and head of the Washington, D.C., office. During his more than eight years at Brunswick, Sutphen advised Fortune 500 and emerging companies on strategic communications, reputation, stakeholder engagement, crisis, diversity, regulatory and public affairs matters with a particular focus on the media, technology and education sectors.

Earlier in his career, Sutphen served as judiciary committee general counsel to the late Senator Edward M. Kennedy and chief of staff to former Congressman Harold Ford Jr. After leaving Capitol Hill, Sutphen worked as a senior vice president at the Recording Industry Association of America and at VIACOM, parent company of MTV Networks, BET and Paramount Pictures.

Outside of work, Sutphen is actively involved in numerous education, nonprofit and philanthropic endeavors. He currently serves as board chair of GetSchooled (getschooled.com), a Viacom and Gates Foundation nonprofit he helped launch more than eight years ago; a board member of CityBridge Education (citybridge.org); and as secretary of the board for the U.S. Soccer Foundation (ussoccerfoundation.org), the official charity of U.S. Soccer.

Sutphen is an honors graduate of Amherst College, with a BA in Political Science, and currently serves as a trustee to the college. He also earned a JD from the University of Michigan Law

School, where he served on the editorial board of the Michigan Law Review and clerked on the United States Court of Appeals for the Third Circuit.

About 2U, Inc. (NASDAQ: TWOU)

2U partners with great colleges and universities to build what we believe is the world's best digital education. Our platform provides a comprehensive fusion of technology, services and data architecture to transform high-quality and rigorous campus-based universities into the best digital versions of themselves. 2U's No Back Row® approach allows qualified students and working professionals around the world to experience a first-rate university education and successful outcomes. To learn more, visit 2U.com.

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