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**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):

**May 18, 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**

(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.

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

On May 20, 2018, the Board of Directors (“Board”) of 2U, Inc. (the “Company”) appointed Mark Chemis as the Company’s Chief Operating Officer, effective as of May 22, 2018.

Mr. Chemis served on the Board since 2009 and as Chairman of the Audit Committee of the Board (the “Audit Committee”) from July 2016 until April 2018. In connection with his appointment as Chief Operating Officer, Mr. Chemis resigned from the Board, effective as of May 18, 2018, and the Board reduced its size to 11 members.

From June 2011 to May 2018, Mr. Chemis served in various senior roles at Pearson, including most recently as the SVP of Strategic Partnerships and Investments from January 2014 to May 2018 and President & Chief Operating Officer of the K-12 Division from June 2011 to January 2014. Previously, Mr. Chemis was the President and Chief Operating Officer of SchoolNet from March 2008 until its acquisition by Pearson in 2011. From 1984 to 2007, Mr. Chemis held various positions at The Princeton Review, most recently serving as its President from 1995 to November 2007. Mr. Chemis, age 51, holds a BA from Vassar College.

Under the terms of Mr. Chemis’ employment as Chief Operating Officer, he is entitled to receive an annual base salary of \$425,000 and is eligible for annual bonus compensation in the discretion of the Company based upon the achievement of milestones to be determined by the Company and set forth in the Company’s bonus plan for each fiscal year. Mr. Chemis’ target annual bonus amount is equal to 75% of his base salary, but the exact amount of each annual bonus will be determined by the Compensation Committee of the Board (the “Compensation Committee”) in accordance with the bonus plan for the applicable year. On or around May 22, 2018, Mr. Chemis will also be entitled to receive stock options with a fair market value at grant of \$1,675,000 (the “Option Award”) and restricted stock units with a fair market value at grant of \$1,675,000 (the “RSU Award” and together with the Option Award, the “Equity Awards”). The Option Award will vest over four years, with 25% of the Option Award vesting on the first anniversary of the grant date, and the remaining 75% vesting in equal monthly installments for the next 36 months thereafter, subject in each case to his continued employment through the applicable vesting date. The RSU Award will vest in equal annual installments over a four-year period, commencing on the first anniversary of the grant date, subject to his continued employment through the applicable vesting date. The Equity Awards will be made pursuant and subject to the Company’s 2014 Equity Incentive Plan and the Company’s standard forms of stock option award agreement and restricted stock unit award agreement.

**Item 7.01. Regulation FD Disclosure.**

The Company’s press release announcing the appointment of Mr. Chemis as Chief Operating Officer is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2. of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any incorporation language in such a filing, except as expressly set forth by specific reference in such a filing.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press release, dated May 21, 2018, “Mark Chemis Joins 2U, Inc. as Chief Operating Officer”</a>

**SIGNATURES**

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/ Christopher Paucek

Name: Christopher Paucek

Title: Chief Executive Officer

Date: May 21, 2018

**Mark Chernis Joins 2U, Inc. as Chief Operating Officer**

*2U board member and respected education technology executive brings extensive global and operational experience to the company's senior leadership team*

Lanham, Md. — May 21, 2018 — 2U, Inc. (Nasdaq: TWOU), a global leader in education technology, today announced that Mark Chernis, who has served on the company's board since 2009, will become its new chief operating officer.

"I've known Mark for two decades as a trusted thought partner, strategic advisor, and confidant," 2U Co-Founder and CEO Christopher "Chip" Paucek said. "As we enter an exciting new phase of growth and international expansion, Mark will bring an incredible breadth of strategic, global, and operational experience in the education sector — as well as a unique understanding of 2U — to the executive team."

"As one of the founding board members of 2U, I've had the great privilege to watch Chip and the 2U leadership team build one of the most innovative and successful companies in the education industry". Mark Chernis said. "Now, it is with great enthusiasm that I look forward to becoming an executive of 2U and working alongside them to drive continued growth and great student outcomes."

Chernis joins 2U from Pearson, a global education company with employees in more than 80 countries, where he served as senior vice president of strategic partnerships and investments. Prior to Pearson, Chernis served as the president and chief operating officer of SchoolNet, which was acquired by Pearson in 2011. At the time of the acquisition, SchoolNet was the leading provider of instructional management software serving hundreds of school districts across the United States. Before SchoolNet, Chernis was with Princeton Review serving as its president. During his more than three decades of experience in the education sector, Chernis has held key leadership positions in many functional areas, helped orchestrate dozens of strategic transactions, and served on numerous corporate boards.

Chernis attended Vassar College and has been publicly elected three times to serve on the Board of Education for the Bedford Central School District in New York.

Chernis has stepped down from 2U's board in order to take on his new role as 2U COO.

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**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](http://2U.com).

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