
**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 26, 2019

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))

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	TWOU	The Nasdaq Global Select Market

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 5.07. Submission of Matters to a Vote of Security Holders.

The 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of 2U, Inc. (the “Company”) was held on Wednesday, June 26, 2019 at 3:00 p.m., Eastern time. As of the close of business on April 29, 2019, the record date for the Annual Meeting, there were 58,470,435 shares of the Company’s common stock outstanding, with each share entitled to one vote. The holders of 56,288,661 shares of the Company’s common stock were present in person or represented by proxy at the Annual Meeting. At the Annual Meeting, the Company’s stockholders voted on three proposals. The proposals are described in more detail in the Company’s definitive proxy statement on Schedule 14A as filed with the Securities and Exchange Commission on April 30, 2019. The voting results for each of the proposals is as follows:

Proposal 1

The stockholders voted upon and elected four Class II directors, nominated by the Board of Directors (the “Board”) of the Company, to serve on the Board until the Company’s 2022 annual meeting of stockholders and until their successors are duly elected and qualified or until their earlier death resignation or removal, with the following vote results:

Director	Votes For	Votes Withheld	Broker Non-Votes
Timothy M. Haley	17,254,228	33,358,508	5,675,925
Valerie B. Jarrett	23,613,576	26,999,160	5,675,925
Earl Lewis	39,064,245	11,550,105	5,674,311
Coretha M. Rushing	38,777,000	11,837,350	5,674,311

Proposal 2

The stockholders voted upon and ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2019 fiscal year, with the following vote results:

Votes For	Votes Against	Abstentions	Broker Non-Votes
56,215,344	46,710	26,607	0

Proposal 3

The stockholders voted upon and did not approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers, with the following vote results:

Votes For	Votes Against	Abstentions	Broker Non-Votes
19,378,470	31,058,842	177,038	5,674,311

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 J. Paucek

Name: Christopher J. Paucek

Title: Chief Executive Officer

Date: June 28, 2019