
**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):

August 22, 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:

Title of each class	Trading Symbol	Name of each exchange on which registered
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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 21, 2019, Catherine A. Graham notified 2U, Inc. (the “Company”) of her intention to retire from the position of Chief Financial Officer of the Company, effective on April 1, 2020 or such earlier time as the Company appoints her successor. During this time, Ms. Graham will remain as Chief Financial Officer and provide support in the transition. Following her retirement, the Company also currently expects to retain Ms. Graham as a strategic advisor for a period of time to be mutually agreed.

The Company is conducting an external search for its next Chief Financial Officer and has retained executive search firm, Russell Reynolds Associates, to assist in the process.

Item 7.01 Regulation FD Disclosure.

On August 22, 2019, the Company issued a press release announcing the planned retirement of Ms. Graham as discussed above. A copy of the Company’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

This information, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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 August 22, 2019

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/ Christopher J. Paucek
Name: Christopher "Chip" J. Paucek
Title: Chief Executive Officer

Date: August 22, 2019

2U, Inc. Announces Chief Financial Officer Retirement

LANHAM, Md. – August 22, 2019 – 2U, Inc. (Nasdaq: TWOU), a global leader in education technology, today announced that following a successful seven-year career, Catherine A. Graham has notified the company that she plans to retire as chief financial officer, effective April 1, 2020 or upon the company's earlier appointment of her successor. Until then, Graham will continue in her role as chief financial officer and oversee the completion of the company's fiscal year-end reporting requirements as well as provide support during the transition. Following her retirement, the company expects to retain Graham as a strategic advisor for a period of time to be mutually agreed.

2U is conducting an external search for its next chief financial officer and has retained executive search firm, Russell Reynolds Associates, to assist in the process.

"For the past seven years, Cathy has been an indispensable part of 2U's success, an important member of our leadership team, and a valued advisor to me personally," 2U Co-Founder and CEO Christopher "Chip" Paucek said. "Her financial acumen and effectiveness in communicating complexities with clarity have been a hallmark of her tenure and a strength we can benefit from in the future."

"From the first day I joined, working alongside such a talented and dedicated team of 2Utes and leadership colleagues who all share the same passion for our mission has been a highlight of my career," Graham said. "During those seven years, we've positively impacted the lives of over 100,000 students while building a great business and an amazing company, and I look forward to continuing to help further the company's mission."

About 2U, Inc. (Nasdaq: TWOU)

Eliminating the back row in higher education is not just a metaphor—it's our mission. For more than a decade, 2U, Inc., a global leader in education technology, has been a trusted partner and brand steward of great universities. We build, deliver, and support more than 250 digital and in-person educational offerings, including graduate degrees, professional certificates, Trilogy-powered boot camps, and GetSmarter short courses. Together with our partners, 2U has positively transformed the lives of more than 150,000 students and lifelong learners. To learn more, visit 2U.com. #NoBackRow

Cautionary Language Concerning Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995 concerning the Company and other matters. In some cases, you can identify forward-looking statements by the words “may,” “might,” “will,” “could,” “would,” “should,” “expect,” “intend,” “plan,” “objective,” “anticipate,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue” and “ongoing,” or the negative of these terms, or other comparable terminology intended to identify statements about the future. Examples of forward-looking statements include, among others, statements we make regarding Ms. Graham’s retirement, future roles with the Company and the appointment of her successor. The Company has based these forward-looking statements largely on its current expectations about future events and short term and long-term business operations and objectives as of the date of this press release. We undertake no obligation to update these statements as a result of new information or future events. In light of these uncertainties and assumptions, the forward-looking events and circumstances discussed in this press release may not occur and actual events could differ materially and adversely from those anticipated.

Investor Relations Contact: Ed Goodwin, 2U, Inc., egoodwin@2U.com

Media Contact: Krista Celentano, 2U, Inc., kcelentano@2U.com
