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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):

**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**

(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 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:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	<a href="#"><u>Press release, dated February 21, 2018, “Greg Peters, Chief Product Officer of Netflix, Joins 2U Board of Directors.”</u></a>

**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

**Greg Peters, Chief Product Officer at Netflix, Joins 2U Board of Directors**

*Peters will bring unparalleled technology, product, and scale expertise to the board*

LANHAM, Md. — February 21, 2018 — 2U, Inc. (NASDAQ: TWOU), a global leader in education technology, today announced that Greg Peters will join its Board of Directors — his first public company board seat — effective March 15, 2018. As Chief Product Officer of Netflix, Peters has global responsibility for leading the teams that design, build, and optimize the Netflix experience. An accomplished engineer and successful entrepreneur, Peters joined Netflix nearly a decade ago to help build and scale its streaming service. In the years since, he has taken on increasingly senior management roles as Netflix’s product, technology, and content strategy have rapidly evolved and scaled internationally, including overseeing the startup of Netflix Japan in Tokyo.

“2U is a purpose-driven company that speaks to my personal and professional passion for technology, innovation, and education,” Peters said. “I am excited about joining the board of a company that is delivering life-changing student outcomes while transforming the future of higher education globally.”

“Greg has already left an indelible impact on Netflix and, more importantly, on how the world now experiences and consumes content,” 2U Co-Founder and CEO Christopher “Chip” Paucek said. “As we enter a new phase of global growth and scale, having Greg’s technology and product expertise, as well as his leadership and international experience, on our board will be strategically invaluable to 2U.”

Peters joins the 2U Board on the heels of the company’s recent announcement of an exclusive, global partnership with WeWork, which includes the licensing of Flatiron School’s Learn.co technology. Once integrated into 2U’s proprietary learning platform, Learn.co will fundamentally enhance the teaching and learning experience in 2U-powered programs around the globe.

Prior to joining Netflix, Peters was senior vice president of consumer electronics products for Macrovision Solutions Corp. He also held senior positions at Mediabolic, Inc., Red Hat Network, and Wine.com. Peters has a B.S. in Physics and Astronomy from Yale University and began his career building satellites for the U.S. Government.

**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.

**Media Contact**

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