

2U, Inc.
Form SC 13G/A
February 13, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

2U, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

90214J 10 1

(CUSIP Number)

December 31, 2014

Date of Event Which Requires Filing of the Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 90214J 10 1

13G

- | | |
|-----|--|
| 1. | Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Highland Management Partners VII, LLC |
| 2. | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
3,543,165 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
3,543,165 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
3,543,165 |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
8.7% |
| 12. | Type of Reporting Person
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 90214J 10 1

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Highland Management Partners VII Limited Partnership
2. Check the Appropriate Box if a Member of a Group
(a) o
(b) x
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
0
6. Shared Voting Power
3,543,165
7. Sole Dispositive Power
0
8. Shared Dispositive Power
3,543,165
9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,543,165
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o
11. Percent of Class Represented by Amount in Row (9)
8.7%
12. Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 90214J 10 1

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Highland Capital Partners VII Limited Partnership
2. Check the Appropriate Box if a Member of a Group
(a) o
(b) x
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
0
6. Shared Voting Power
2,178,336
7. Sole Dispositive Power
0
8. Shared Dispositive Power
2,178,336
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,178,336
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o
11. Percent of Class Represented by Amount in Row (9)
5.4%
12. Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 90214J 10 1

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- | | |
|-----|--|
| 1. | Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Highland Capital Partners VII-B Limited Partnership |
| 2. | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
527,852 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
527,852 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
527,852 |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
1.3% |
| 12. | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 90214J 10 1

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Highland Capital Partners VII-C Limited Partnership
2. Check the Appropriate Box if a Member of a Group
(a) o
(b) x
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
0
6. Shared Voting Power
768,720
7. Sole Dispositive Power
0
8. Shared Dispositive Power
768,720
9. Aggregate Amount Beneficially Owned by Each Reporting Person
768,720
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares o
11. Percent of Class Represented by Amount in Row (9)
1.9%
12. Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 90214J 10 1

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1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person
Highland Entrepreneurs Fund VII Limited Partnership
 2. Check the Appropriate Box if a Member of a Group
(a) o
(b) x
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | | |
|---|--|--|------------------------------------|
| | 5. | | Sole Voting Power
0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
68,257 |
| | 7. | | Sole Dispositive Power
0 |
| | 8. | | Shared Dispositive Power
68,257 |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
68,257 | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o | | |
| 11. | Percent of Class Represented by Amount in Row (9)
0.2% | | |
| 12. | Type of Reporting Person
PN | | |

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Item 1(a)

Name of Issuer

2U, Inc.

Item 1(b)

Address of Issuer's Principal Executive Offices

8201 Corporate Drive, Suite 900, Landover, MD 20785

Item 2(a)

Name of Person Filing

This statement is being filed by the following persons with respect to the shares (the Shares) of common stock (Common Stock) of the Issuer directly owned by Highland Capital Partners VII Limited Partnership (HCP VII), Highland Capital Partners VII-B Limited Partnership (HCP VII-B), Highland Capital Partners VII-C Limited Partnership (HCP VII-C) and Highland Entrepreneurs Fund VII Limited Partnership (HEF VII) and, collectively, the Funds.

(a) Highland Management Partners VII Limited Partnership (HMP VII), the general partner of each of the Funds;

(b) Highland Management Partners VII, LLC (Highland Management), the general partner of HMP VII;

(c) HCP VII, which directly owns 2,178,336 Shares;

(d) HCP VII-B, which directly owns 527,852 Shares;

(e) HCP VII-C, which directly owns 768,720 Shares; and

(f) HEF VII, which directly owns 68,257 Shares.

HMP VII, Highland Management, HCP VII, HCP VII-B, HCP VII-C and HEF VII are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

Item 2(b)

Address of Principal Business Office

The address of each of the reporting persons is:

c/o Highland Capital Partners LLC

One Broadway, 16th Floor

Cambridge, Massachusetts 02142

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Item 2(c)	Citizenship	
	HCP VII	Delaware
	HCP VII-B	Delaware
	HCP VII-C	Delaware
	HEF VII	Delaware
	HMP VII	Delaware
	Highland Management	Delaware
Item 2(d)	Title of Class of Securities	
	Common Stock, \$0.001 par value	
Item 2(e)	CUSIP Number	
	90214J 10 1	

Item 3 **If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**
Not applicable.

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Item 4 Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For Highland Management:

(a) Amount beneficially owned:

3,543,165 shares of Common Stock

(b) Percent of class:

8.7%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

3,543,165

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

3,543,165

For HMP VII:

(a) Amount beneficially owned:

3,543,165 shares of Common Stock

(b) Percent of class:

8.7%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

3,543,165

(iii) Sole power to dispose or to direct the disposition of:

0

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(iv) Shared power to dispose or to direct the disposition of:

3,543,165

For HCP VII:

(a) Amount beneficially owned:

2,178,336 shares of Common Stock

(b) Percent of class:

5.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

2,178,336

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

2,178,336

For HCP VII-B:

(a) Amount beneficially owned:

527,852 shares of Common Stock

(b) Percent of class:

1.3%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

527,852

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

527,852

For HCP VII-C:

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(a) Amount beneficially owned:

768,720 shares of Common Stock

(b) Percent of class:

1.9%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

10

(ii) Shared power to vote or to direct the vote:

768,720

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

768,720

For HEF VII:

(a) Amount beneficially owned:

68,257 shares of Common Stock

(b) Percent of class:

0.2%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

68,257

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

68,257

Item 5 **Ownership of Five Percent or Less of a Class**
Not applicable.

Item 6 **Ownership of More than Five Percent on Behalf of Another Person**
Not applicable.

Item 7 **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**
Not applicable.

Item 8 **Identification and Classification of Members of the Group**
Not applicable.

Item 9 **Notice of Dissolution of Group**
Not applicable.

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Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 13, 2015.

HIGHLAND CAPITAL PARTNERS VII LIMITED PARTNERSHIP

By: Highland Management Partners VII Limited Partnership, its General Partner

By: Highland Management Partners VII, LLC, its General Partner

By: /s/ Paul A. Maeder
Authorized Manager

HIGHLAND CAPITAL PARTNERS VII-B LIMITED PARTNERSHIP

By: Highland Management Partners VII Limited Partnership, its General Partner

By: Highland Management Partners VII, LLC, its General Partner

By: /s/ Paul A. Maeder
Authorized Manager

HIGHLAND CAPITAL PARTNERS VII-C LIMITED PARTNERSHIP

By: Highland Management Partners VII Limited Partnership, its General Partner

By: Highland Management Partners VII, LLC, its General Partner

By: /s/ Paul A. Maeder
Authorized Manager

HIGHLAND ENTREPRENEURS FUND VII LIMITED PARTNERSHIP

By: Highland Management Partners VII Limited Partnership, its General Partner

By: Highland Management Partners VII, LLC, its General Partner

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By:

/s/ Paul A. Maeder
Authorized Manager

HIGHLAND MANAGEMENT PARTNERS VII LIMITED PARTNERSHIP

By: Highland Management Partners VII, LLC, its General Partner

By: /s/ Paul A. Maeder
Authorized Manager

HIGHLAND MANAGEMENT PARTNERS VII, LLC

By: /s/ Paul A. Maeder
Authorized Manager

CUSIP No. 90214J 10 1

EXHIBIT I

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of 2U, Inc.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED as of this 13th day of
February, 2015.

HIGHLAND CAPITAL PARTNERS VII LIMITED PARTNERSHIP

By: Highland Management Partners VII Limited Partnership, its General Partner

By: Highland Management Partners VII, LLC, its General Partner

By: /s/ Paul A. Maeder
Authorized Manager

HIGHLAND CAPITAL PARTNERS VII-B LIMITED PARTNERSHIP

By: Highland Management Partners VII Limited Partnership, its General Partner

By: Highland Management Partners VII, LLC, its General Partner

By: /s/ Paul A. Maeder
Authorized Manager

HIGHLAND CAPITAL PARTNERS VII-C LIMITED PARTNERSHIP

By: Highland Management Partners VII Limited Partnership, its General Partner

By: Highland Management Partners VII, LLC, its General Partner

By: /s/ Paul A. Maeder
Authorized Manager

HIGHLAND ENTREPRENEURS FUND VII LIMITED PARTNERSHIP

By: Highland Management Partners VII Limited Partnership, its General Partner

By: Highland Management Partners VII, LLC, its General Partner

By: /s/ Paul A. Maeder
Authorized Manager

HIGHLAND MANAGEMENT PARTNERS VII LIMITED PARTNERSHIP

By: Highland Management Partners VII, LLC, its General Partner

By: /s/ Paul A. Maeder
Authorized Manager

HIGHLAND MANAGEMENT PARTNERS VII, LLC

By: /s/ Paul A. Maeder
Authorized Manager