

2U, Inc.
Form SC 13G/A
February 16, 2016

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

2U, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

90214J 10 1

(CUSIP Number)

December 31, 2015

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).

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, 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 | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
1,293,165 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
1,293,165 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,293,165 | |
| 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)
2.8%% | |
| 12. | Type of Reporting Person
OO | |

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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)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | | |
|---|----|--------------------------|-----------|
| | 5. | Sole Voting Power | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | | 0 |
| | 6. | Shared Voting Power | |
| | | | 1,293,165 |
| | 7. | Sole Dispositive Power | |
| | | | 0 |
| | 8. | Shared Dispositive Power | |
| | | | 1,293,165 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,293,165
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
 11. Percent of Class Represented by Amount in Row (9)
2.8%
 12. Type of Reporting Person
PN

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) <input type="radio"/> | |
| | (b) <input checked="" type="checkbox"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| 5. | Sole Voting Power | 0 |
| 6. | Shared Voting Power | 795,038 |
| 7. | Sole Dispositive Power | 0 |
| 8. | Shared Dispositive Power | 795,038 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 795,038 |
| 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) | 1.7% |
| 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-B Limited Partnership
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
5. Sole Voting Power
0
6. Shared Voting Power
192,652
7. Sole Dispositive Power
0
8. Shared Dispositive Power
192,652
9. Aggregate Amount Beneficially Owned by Each Reporting Person
192,652
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
0.4%
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-C Limited Partnership
 2. Check the Appropriate Box if a Member of a Group
(a)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | |
|----|-------------------------------------|
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
280,563 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
280,563 |
- Number of Shares Beneficially Owned by Each Reporting Person With
9. Aggregate Amount Beneficially Owned by Each Reporting Person
280,563
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
 11. Percent of Class Represented by Amount in Row (9)
0.6%
 12. Type of Reporting Person
PN

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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)
(b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | |
|----|------------------------------------|
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
24,912 |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
24,912 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
24,912
 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
 11. Percent of Class Represented by Amount in Row (9)
0.1%
 12. Type of Reporting Person
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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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 795,038 Shares;

(d) HCP VII-B, which directly owns 192,652 Shares;

(e) HCP VII-C, which directly owns 280,563 Shares; and

(f) HEF VII, which directly owns 24,912 Shares.

Item 2(b)

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.

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

Citizenship

Item 2(c)

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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

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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.

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:
 - 1,293,165 shares of Common Stock
- (b) Percent of class:
 - 2.8%
- (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:
 - 1,293,165
 - (iii) Sole power to dispose or to direct the disposition of:
 - 0
 - (iv) Shared power to dispose or to direct the disposition of:
 - 1,293,165

For HMP VII:

- (a) Amount beneficially owned:
 - 1,293,165 shares of Common Stock
- (b) Percent of class:
 - 2.8%
- (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:
 - 1,293,165
 - (iii) Sole power to dispose or to direct the disposition of:

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(iv) Shared power to dispose or to direct the disposition of:
1,293,165

For HCP VII:

(a) Amount beneficially owned:
795,038 shares of Common Stock
(b) Percent of class:
1.7%
(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:
795,038
(iii) Sole power to dispose or to direct the disposition of:
0
(iv) Shared power to dispose or to direct the disposition of:
795,038

For HCP VII-B:

(a) Amount beneficially owned:
192,652 shares of Common Stock
(b) Percent of class:
0.4%
(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:
192,652
(iii) Sole power to dispose or to direct the disposition of:
0
(iv) Shared power to dispose or to direct the disposition of:
192,652

For HCP VII-C:

(a) Amount beneficially owned:

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(b) 280,563 shares of Common Stock
Percent of class:

0.6%
(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:
280,563
- (iii) Sole power to dispose or to direct the disposition of:
0
- (iv) Shared power to dispose or to direct the disposition of:
280,563

For HEF VII:

- (a) Amount beneficially owned:
24,912 shares of Common Stock
- (b) Percent of class:
0.1%
- (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:
24,912
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:
24,912

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

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 16, 2016.

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/ Patrick Cammarata
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/ Patrick Cammarata
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/ Patrick Cammarata
Authorized Manager

HIGHLAND ENTREPRENEURS FUND VII LIMITED PARTNERSHIP

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

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

By: /s/ Patrick Cammarata
Authorized Manager

HIGHLAND MANAGEMENT PARTNERS VII LIMITED PARTNERSHIP

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

By: /s/ Patrick Cammarata
Authorized Manager

HIGHLAND MANAGEMENT PARTNERS VII, LLC

By: /s/ Patrick Cammarata
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 16th day of February, 2016.

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/ Patrick Cammarata
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/ Patrick Cammarata
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/ Patrick Cammarata
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/ Patrick Cammarata
Authorized Manager

HIGHLAND MANAGEMENT PARTNERS VII LIMITED PARTNERSHIP

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

By: /s/ Patrick Cammarata
Authorized Manager

HIGHLAND MANAGEMENT PARTNERS VII, LLC

By: /s/ Patrick Cammarata
Authorized Manager