

2U, Inc.  
Form 4  
April 02, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Highland Management Partners VII, LLC

(Last) (First) (Middle)

C/O HIGHLAND CAPITAL PARTNERS,, ONE BROADWAY, 16TH FLOOR

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
2U, Inc. [TWOU]

3. Date of Earliest Transaction (Month/Day/Year)  
04/02/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	04/02/2014		C		2,747,352	A	<u>(5)</u> <u>(6)</u> 2,747,352 I	See footnote (1) (2) (3) (4)
Common Stock	04/02/2014		C		475,899	A	<u>(5)</u> <u>(6)</u> 475,899 I	See footnote (1) (2) (3) (4)
Common Stock	04/02/2014		C		319,914	A	<u>(5)</u> <u>(6)</u> 319,914 I	See footnote (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series B Preferred Stock	(5) (6)	04/02/2014		C	2,747,352	(5)(6) (5)(6)	Common Stock 2,747,352
Series C Preferred Stock	(5) (6)	04/02/2014		C	475,899	(5)(6) (5)(6)	Common Stock 475,899
Series D Preferred Stock	(5) (6)	04/02/2014		C	319,914	(5)(6) (5)(6)	Common Stock 319,914

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Highland Management Partners VII, LLC C/O HIGHLAND CAPITAL PARTNERS, ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142		X		
Highland Capital Partners VII LP C/O HIGHLAND CAPITAL PARTNERS, ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142		X		
HIGHLAND CAPITAL PARTNERS VII-B L P C/O HIGHLAND CAPITAL PARTNERS, ONE BROADWAY, 16TH FLOOR CAMBRIDGE, MA 02142		X		
		X		

Highland Capital Partners VII-C LP  
 C/O HIGHLAND CAPITAL PARTNERS,  
 ONE BROADWAY, 16TH FLOOR  
 CAMBRIDGE, MA 02142

Highland Entrepreneurs Fund VII Limited Partnership  
 C/O HIGHLAND CAPITAL PARTNERS, X  
 ONE BROADWAY, 16TH FLOOR  
 CAMBRIDGE, MA 02142

Highland Management Partners VII Limited Partnership  
 C/O HIGHLAND CAPITAL PARTNERS, X  
 ONE BROADWAY, 16TH FLOOR  
 CAMBRIDGE, MA 02142

## Signatures

/s/ Paul Maeder, Authorized Manager of Highland Management Partners VII, LLC	04/02/2014
__Signature of Reporting Person	Date
/s/ Paul Maeder, Authorized Manager of Highland Management Partners VII, LLC, the general partner of Highland Management Partners VII Limited Partnership	04/02/2014
__Signature of Reporting Person	Date
/s/ Paul Maeder, Authorized Manager of Highland Management Partners VII, LLC, the general partner of Highland Management Partners VII Limited Partnership, the general partner of Highland Capital Partners VII Limited Partnership	04/02/2014
__Signature of Reporting Person	Date
/s/ Paul Maeder, Authorized Manager of Highland Management Partners VII, LLC, the general partner of Highland Management Partners VII Limited Partnership, the general partner of Highland Capital Partners VII-B Limited Partnership	04/02/2014
__Signature of Reporting Person	Date
/s/ Paul Maeder, Authorized Manager of Highland Management Partners VII, LLC, the general partner of Highland Management Partners VII Limited Partnership, the general partner of Highland Capital Partners VII-C Limited Partnership	04/02/2014
__Signature of Reporting Person	Date
/s/ Paul Maeder, Authorized Manager of Highland Management Partners VII, LLC, the general partner of Highland Management Partners VII Limited Partnership, the general partner of Highland Entrepreneurs' Fund VII Limited Partnership	04/02/2014
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The securities are held by Highland Capital Partners VII Limited Partnership ("HCP VII"). Highland Management Partners VII, LLC ("HMP VII LLC") is the general partner of Highland Management Partnership VII Limited Partnership ("HMP VII LP"), which is the general partner of HCP VII. Each of HMP VII LP and HMP VII LLC disclaims beneficial ownership of all shares held by HCP VII except to the extent, if any, of such entity's pecuniary interest therein.
- (2) The securities are held by Highland Capital Partners VII-B Limited Partnership ("HCP VII-B"). HMP VII LP is the general partner of HCP VII-B. Each of HMP VII LP and HMP VII LLC disclaims beneficial ownership of all shares held by HCP VII-B

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except to the extent, if any, of such entity's pecuniary interest therein.

(3) The securities are held by Highland Capital Partners VII-C Limited Partnership ("HCP VII-C"). HMP VII LP is the general partner of HCP VII-C. Each of HMP VII LP and HMP VII LLC disclaims beneficial ownership of all shares held by HCP VII-C except to the extent, if any, of such entity's pecuniary interest therein.

(4) The securities are held by Highland Entrepreneurs' Fund VII Limited Partnership ("HEF VII"). HMP VII LP is the general partner of HEF VII. Each of HMP VII LP and HMP VII LLC disclaims beneficial ownership of all shares held by HEF VII except to the extent, if any, of such entity's pecuniary interest therein.

(5) HCP VII was the holder of record of 1,689,070 shares of Series B Preferred Stock, 292,583 shares of Series C Preferred Stock and 196,683 shares of Series D Preferred Stock, which were converted into 2,178,336 shares of Common Stock. HCP VII-B was the holder of record of 409,294 shares of Series B Preferred Stock, 70,898, shares of Series C Preferred Stock and 47,660 shares of Series D Preferred Stock, which were converted into 527,852 shares of Common Stock. HCP VII-C was the holder of record of 596,062 shares of Series B Preferred Stock, 103,250 shares of Series C Preferred Stock and 69,408 shares of Series D Preferred Stock, which were converted into 768,720 shares of Common Stock. Immediately prior to the closing of the Issuer's initial public offering, each share of the Preferred Stock automatically converted into Common Stock on a one-for-one basis, and has no expiration date.

(6) HEF VII was the holder of record of 52,926 shares of Series B Preferred Stock, 9,168 shares of Series C Preferred Stock and 6,163 shares of Series D Preferred Stock, which were converted into 68,257 shares of Common Stock. Immediately prior to the closing of the Issuer's initial public offering, each share of the Preferred Stock automatically converted into Common Stock on a one-for-one basis, and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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