

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, par value \$0.001 per share

(Title of Class of Securities)

90214J 10 1

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this 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 the disclosures provided in a prior cover page.

The information required in 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*).

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Deer VII & Co. Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)
 3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 1,058,057
 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY
 EACH -0-
 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,058,057
 8. SHARED DISPOSITIVE POWER

WITH

-0-
 9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,058,057
 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.3%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

* This percentage is calculated based on 45,576,318 shares of Common Stock outstanding as of October 22, 2015, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2015, filed with the Securities and Exchange Commission on October 26, 2015.

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Deer VII & Co. L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)
 3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

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 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
 EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,058,057
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WITH

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.3%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* This percentage is calculated based on 45,576,318 shares of Common Stock outstanding as of October 22, 2015, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2015, filed with the Securities and Exchange Commission on October 26, 2015.

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bessemer Venture Partners VII L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 338,578
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 338,578
8. SHARED DISPOSITIVE POWER

WITH

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,058,057

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* This percentage is calculated based on 45,576,318 shares of Common Stock outstanding as of October 22, 2015, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2015, filed with the Securities and Exchange Commission on October 26, 2015.

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bessemer Venture Partners VII Institutional L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 148,127
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 148,127
8. SHARED DISPOSITIVE POWER

WITH

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,058,057

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.3%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* This percentage is calculated based on 45,576,318 shares of Common Stock outstanding as of October 22, 2015, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2015, filed with the Securities and Exchange Commission on October 26, 2015.

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BVP VII Special Opportunity Fund L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5. SOLE VOTING POWER

NUMBER OF

SHARES 571,352
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0-
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 571,352
8. SHARED DISPOSITIVE POWER

WITH

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,058,057

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.3%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* This percentage is calculated based on 45,576,318 shares of Common Stock outstanding as of October 22, 2015, as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2015, filed with the Securities and Exchange Commission on October 26, 2015.

Item 1(a). Name of Issuer:

2U, Inc. (the Issuer)

Item 1(b). Address of Issuer's Principal Executive Offices:

8201 Corporate Drive #900, Landover, Maryland 20785

Item 2(a). Name of Person Filing:

This statement is being filed by the following persons with respect to the shares of Common Stock, par value \$0.001 per share (the Shares), of the Issuer directly owned by Bessemer Venture Partners VII L.P. (BVP VII), Bessemer Venture Partners VII Institutional L.P. (BVP VII Institutional), and BVP VII Special Opportunity Fund L.P. (BVP VII SOF) and, collectively with BVP VII and BVP VII Institutional, the Funds).

(a) Deer VII & Co. Ltd. (Deer VII Ltd), the general partner of Deer VII & Co. L.P. (Deer VII LP);

(b) Deer VII LP, the sole general partner of each of the Funds;

(c) BVP VII, which directly owns 338,578 Shares; and

(d) BVP VII Institutional, which directly owns 148,127 Shares

(e) BVP VII SOF, which directly owns 571,352 Shares

Deer VII Ltd, Deer VII LP, BVP VII, BVP VII Institutional, and BVP VII SOF are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons:

c/o Bessemer Venture Partners

1865 Palmer Avenue; Suite 104

Larchmont, NY 10583

Item 2(c). Citizenship:

Deer VII Ltd Cayman Islands

Deer VII LP Cayman Islands

BVP VII Cayman Islands

BVP VII Institutional Cayman Islands

BVP VII SOF Cayman Islands

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

90214J 10 1

Item 3. Not Applicable.

Item 4. Ownership.

For Deer VII Ltd:

- (a) Amount beneficially owned: 1,058,057 Shares
- (b) Percent of class: 2.3%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,058,057
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 1,058,057
 - (iv) Shared power to dispose or to direct the disposition of: -0-

For Deer VII LP:

- (a) Amount beneficially owned: 1,058,057 Shares
- (b) Percent of class: 2.3%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 1,058,057

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 1,058,057

(iv) Shared power to dispose or to direct the disposition of: -0-

For BVP VII:

(a) Amount beneficially owned: 1,058,057 Shares

(b) Percent of class: 2.3%

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

(i) Sole power to vote or to direct the vote: 338,578

(ii) Shared power to vote or to direct the vote: -0-

(iii) Sole power to dispose or to direct the disposition of: 338,578

(iv) Shared power to dispose or to direct the disposition of: -0-

For BVP VII Institutional:

- (a) Amount beneficially owned: 1,058,057 Shares
- (b) Percent of class: 2.3%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 148,127
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 148,127
 - (iv) Shared power to dispose or to direct the disposition of: -0-

For BVP VII SOF:

- (a) Amount beneficially owned: 1,058,057 Shares
- (b) Percent of class: 2.3%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 571,352
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 571,352
 - (iv) Shared power to dispose or to direct the disposition of: -0-

Item 5. Ownership of Five Percent or Less of a Class

Yes. The Reporting Persons own 2.3% of the Issuer's Common Stock outstanding.

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.

Exhibit 1 sets forth information regarding the identity of members of a group. The Reporting Persons disclaim membership in a group and this report shall not be deemed an admission by any of the Reporting Persons that they are or may be members of a group for purposes of Rule 13d-5 or for any other purpose.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

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

Date: 2/12/16

DEER VII & CO. LTD.

By: /s/ Scott Ring
Name: Scott Ring
Title: General Counsel

DEER VII & CO. L.P.

By: Deer VII & Co. Ltd, its General Partner

By: /s/ Scott Ring
Name: Scott Ring
Title: General Counsel

BESSEMER VENTURE PARTNERS VII L.P.

By: Deer VII & Co. L.P., its General Partner

By: Deer VII & Co., Ltd., its General Partner

By: /s/ Scott Ring
Name: Scott Ring
Title: General Counsel

BESSEMER VENTURE PARTNERS INSTITUTIONAL VII L.P.

By: Deer VII & Co. LLC, its General Partner

By: Deer VII & Co., Ltd., its General Partner

By: /s/ Scott Ring
Name: Scott Ring
Title: General Counsel

BVP VII SPECIAL OPPORTUNITY FUND L.P.

By: Deer VII & Co. LLC, its General Partner

By: Deer VII & Co., Ltd., its General Partner

By: /s/ Scott Ring
Name: Scott Ring

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Title: General Counsel

EXHIBIT INDEX

Exhibit 1. List of Members of Group