

LAUREATE EDUCATION, INC.
Form 3
January 31, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Bregal Europe Co-Investment Limited Partnership			(Month/Day/Year)	LAUREATE EDUCATION, INC. [LAUR]	
(Last)	(First)	(Middle)	01/31/2017	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
QUARTERMILE ONE, 15 LAURISTON PLACE,Â				(Check all applicable)	
(Street)				___ Director	<input checked="" type="checkbox"/> 10% Owner
EDINBURGH,Â X0Â EH3 9EP				___ Officer	___ Other
(City)	(State)	(Zip)		(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)	
				___ Form filed by One Reporting Person	
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Class B Common Stock (1)	Â (1)	Â (1)	Class A Common Stock	11,915,410 (2) (3)	\$ (1)	I	By Wengen Alberta, Limited Partnership (2) (3)
				Shares		or Indirect (1) (Instr. 5)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bregal Europe Co-Investment Limited Partnership QUARTERMILE ONE, 15 LAURISTON PLACE EDINBURGH, X0 EH3 9EP	Â	Â X	Â	Â
Bregal General Partner Jersey Ltd 2ND FLOOR, WINDWARD HOUSE LA ROUTE DE LA LIBERATION ST. HELIER, Y9 JE2 3BQ	Â	Â X	Â	Â

Signatures

/s/ Paul Bradshaw, Director, Bregal General Partner Jersey Limited, general partner of Bregal Europe Co-Investment Limited Partnership 01/31/2017
**Signature of Reporting Person Date

/s/ Paul Bradshaw, Director, Bregal General Partner Jersey Limited 01/31/2017
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Class B common stock of Laureate Education, Inc. (the "Issuer") is convertible into one share of Class A common stock of the Issuer upon the election of the holder or upon transfer, subject to the terms of the Issuer's Amended and Restated Certificate of Incorporation.
- (2) Shares of Class B common stock are held directly by Wengen Alberta, Limited Partnership ("Wengen"). Wengen Investments Limited ("Wengen GP") is the general partner of Wengen. Certain investors, including, but not limited to, certain investment funds and other persons affiliated with or managed by Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, Bregal Investments, Inc., StepStone Group LP, Sterling Fund Management, LLC and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. The reporting persons and certain of the other Wengen Investors have designated representatives who serve as the members of the board of directors of Wengen GP.
- (3) Bregal Europe Co-Investment Limited Partnership may be deemed to indirectly beneficially own these shares of Class B common stock by virtue of the limited partnership interests it holds in Wengen and its ability to direct Wengen with respect to certain voting and disposition of these shares. The General Partner of Bregal Europe Co-Investment Limited Partnership is Bregal General Partner Jersey Limited. The reporting persons are Bregal Europe Co-Investment Limited Partnership and Bregal General Partner Jersey Limited. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.