

LAUREATE EDUCATION, INC.
Form 4
April 19, 2017

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 *
Guimaraes Enderson

2. Issuer Name and Ticker or Trading Symbol
LAUREATE EDUCATION, INC.
[LAUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/17/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See Remarks

650 S. EXETER STREET, 12TH FLOOR

(Street)

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

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

BALTIMORE, MD 21202

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|-------------------------|--|----------------------|-----------------|---|-------------------|------------------|------------------|-----------------|----------------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Share Units | (1) | 04/17/2017 | M | | | 69,756 (2) | (2) | (2) | Class B Common Stock | 69,756 |
| Performance Share Units | (1) | 04/17/2017 | M | | | 12,206 (3) | (3) | (3) | Class B Common Stock | 12,206 |
| Class B Common Stock | (4) | 04/17/2017 | M | | 81,962 (2) (3) | | (2)(3) | (2)(3) | Class B Common Stock | 81,962 |
| Class B Common Stock | (4) | 04/17/2017 | F | | | 34,384 (4) | (5) | (5) | Class A Common Stock | 34,384 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Guimaraes Enderson 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202 | | | See Remarks | |

Signatures

/s/ Sean P. Mulcahy,
Attorney-in-Fact

04/19/2017

**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) Each Performance Share Unit ("PSU") represents the right to receive one share of Class B Common Stock ("Class B Common Stock") of the Company.
As previously reported in footnote 4 on the Form 3 filed by the reporting person with the SEC on January 31, 2017, 69,756 PSUs vested on April 17, 2017 (the "Vesting Date") upon the achievement by the Company of the applicable Equity Value Targets with respect to fiscal years 2015 and 2016 (both as determined after publication of the fiscal year 2016 audited financials). Subject to the reporting person's continued employment with the Company, an additional 104,634 PSUs are eligible to vest in equal tranches of 34,878 PSUs if the Company achieves the applicable Equity Value Target with respect to fiscal years 2017, 2018 and 2019.
- (3) As previously reported in footnote 5 on the Form 3 filed by the reporting person with the SEC on January 31, 2017, 12,206 PSUs vested on the Vesting Date upon the achievement by the Company of the applicable Equity Value Targets with respect to fiscal years 2015 and 2016 (both as determined after publication of the fiscal year 2016 audited financials). Subject to the reporting person's continued

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employment with the Company, an additional 18,309 PSUs are eligible to vest in equal tranches of 6,103 PSUs if the Company achieves the applicable Equity Value Target with respect to fiscal years 2017, 2018, and 2019.

- (4) Each share of the Company's Class B Common Stock is convertible into one share of the Company's Class A Common Stock ("Class A Common Stock") upon the election of the holder or upon transfer, subject to the terms of the Company's Amended and Restated Certificate of Incorporation.

- (5) On the trading day immediately prior to the Vesting Date, the closing price of one share of the Company's Class A Common Stock traded on the NASDAQ Stock Exchange was \$14.60. On April 17, 2017, 34,384 shares of the Company's Class B Common Stock otherwise issuable upon the vesting of the PSUs were forfeited to pay the applicable withholding taxes due in connection with the PSUs' vesting.

Remarks:

As previously reported on the Form 8-K filed with the U.S. Securities and Exchange Commission (the "SEC") on March 28, 2017.

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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