Guimaraes Enderson Form 4 October 03, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Guimaraes Enderson

2. Issuer Name and Ticker or Trading

Symbol

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

LAUREATE EDUCATION, INC.

[LAUR]

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

650 S. EXETER STREET, 12TH

(First)

(Street)

(State)

FLOOR

(City)

(Instr. 3)

4. If Amendment, Date Original

Director

6. Individual or Joint/Group Filing(Check Applicable Line)

See Remarks

Filed(Month/Day/Year)

(Month/Day/Year)

09/29/2017

X Form filed by One Reporting Person Form filed by More than One Reporting

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

BALTIMORE, MD 21202

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amou Underlying Secur

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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	Amor or Nur of S
Restricted Stock Units	<u>(1)</u>	09/29/2017		M		73,437 (2)	09/29/2017(2)	<u>(2)</u>	Class B Common Stock	73,
Class B Common Stock	<u>(3)</u>	09/29/2017		M	73,437		<u>(2)</u>	(2)	Class A Common Stock	73,
Class B Common Stock	(3)	09/29/2017		F		30,807 (4)	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	30,

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

**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 Restricted Stock Unit ("RSU") represents the right to receive one share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Company").
 - As previously reported in the Company's Filing 8-K filed on March 28, 2017, the Reporting Person entered into a Separation Agreement with the Company (a copy of which was attached to the Company's filing 10-k filed on May 11, 2017) (the "Separation Agreement").
- Pursuant to the terms of the Separation Agreement, vesting of the Reporting Person's RSUs was accelerated as of the Reporting Person's last day of employment by the Company. The Reporting Person's Employment terminated as of September 30, 2017. As this date was a Saturday, the RSUs vested as of the immediately prior business day, September 29, 2017 (the "Separation Date"). As of the Separation Date, the Reporting Person owned 73,437 RSUs.
- Each share of Class B Common Stock of Laureate Education, Inc. (the "Company") is convertible into one share of Class A Common Stock of the Company upon the election of the holder or upon transfer, subject to the terms of the Company's Amended and Restated Certificate of Incorporation.
- (4) On the trading day immediately prior to the Separation Date, the closing price of one share of the Company's Class A Common Stock traded on the NASDAQ Stock Exchange was \$14.55. On September 29, 2017, 30,807 shares of the Company's Class B Common Stock

Reporting Owners 2

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otherwise issuable upon the vesting of the RSUs were forfeited to pay the applicable withholding taxes due in connection with the RSUs' vesting.

Remarks:

As previously reported on Form 8-K filed on March 28, 2017, the Reporting Person's employment as President and Chief Ope 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.