Serck-Hanssen Eilif Form 4 June 19, 2018

FORM 4

OMB APPROVAL

	UNITED STATES SECURITIES AND EXCHANGE COMMISSION
	Washington, D.C. 20549
Check this box	<i>5 ,</i>

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Serck-Hanssen Eilif Issuer Symbol

> LAUREATE EDUCATION, INC. (Check all applicable)

> [LAUR]

_X__ Director 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Other (specify X_ Officer (give title (Month/Day/Year) below) 06/17/2018 Chief Executive Officer

650 S. EXETER STREET, 12TH **FLOOR**

(Street)

(State)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BALTIMORE, MD 21202

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

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial Ownership (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) **Following** (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D)

Class A

(City)

\$0 Common 06/17/2018 \mathbf{C} 15,750 D Α 98,765

Stock

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Performance Share Units	<u>(1)</u>	06/17/2018		M		8,643	(2)	(2)	Class B Common Stock	8,
Class B Common Stock	(3)	06/17/2018		M	8,643		(2)	(2)	Class A Common Stock	8,
Restricted Stock Units	<u>(4)</u>	06/17/2018		M		21,607	06/17/2018	<u>(4)</u>	Class B Common Stock	21
Class B Common Stock	<u>(3)</u>	06/17/2018		M	21,607		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	21
Class B Common Stock	<u>(3)</u>	06/17/2018		F		14,500	<u>(5)</u>	(5)	Class A Common Stock	14
Class B Common Stock	(3)	06/17/2018		C		15,750	(3)	<u>(3)</u>	Class A Common Stock	15

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Serck-Hanssen Eilif 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202	X		Chief Executive Officer				

Signatures

/s/ Sean P. Mulcahy, Attorney-in-Fact 06/19/2018

**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).

Reporting Owners 2

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- (1) Each Performance Share Unit ("PSU") represents the right to receive one share of Class B Common Stock of the Company.
- As previously reported in footnote 6 on the Form 3 filed by the reporting person with the U.S. Securities and Exchange Commission on (2) January 31, 2017, these PSUs were to vest upon the achievement by the Company of the applicable financial metrics, subject to the reporting person's continued employment with the Company, through June 17, 2018.
- (3) Each share of the Company's Class B Common Stock is convertible into one share of the Company's 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.
- As previously reported at footnote 8 of the reporting person's Form 3, each Restricted Stock Unit ("RSU") represents the right to receive (4) one share of the Class B Common Stock of the Company and was issuable as shares of Class B Common Stock provided the reporting person remained employed through June 17, 2018.
- On the trading day immediately prior to June 17, 2018, the closing price of one share of the Company's Class A Common Stock traded on the NASDAQ Stock Exchange was \$14.63. On June 18, 2018, 14,500 shares of the Company's Class B Common Stock otherwise issueable upon the vesting of the RSUs and PSUs reported herein were forfeited to pay the applicable withholding taxes due in connection with these vestings.

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.