

Edgar Filing: LAUREATE EDUCATION, INC. - Form SC 13G

LAUREATE EDUCATION, INC.
Form SC 13G
January 07, 2005

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

SCHEDULE 13G
(RULE 13D-102)

INFORMATION STATEMENT PURSUANT TO RULES 13D-1 AND 13D-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. __)*

Laureate Education, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

518613104

(CUSIP Number)

December 30, 2004

(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 disclosures provided in a prior cover page.

The information required on 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).

Page 1 of 10 Pages

CUSIP No. 518613104

13G

Page 2 of 10 Pages

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Ackerman-Walden Limited Partnership Florida Intangible Tax Trust
Dated 12/20/04

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

Virginia Jean Ackerman and Michael Ackerman are trustees of the Ackerman-Walden Limited Partnership Florida Intangible Tax Trust Dated 12/20/04 (the "Trust"), having joint responsibility for the disposition of assets held by the Trust. Mrs. Ackerman also owns 12,755 shares of Laureate Education, Inc. common stock. Mrs. Ackerman has sole voting and dispositive authority over such shares.

- 3. SEC USE ONLY

- 4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

| | | |
|--|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER |
| | | 2,487,245 Shares |
| | 6. | SHARED VOTING POWER |
| | | 0 Shares |
| | 7. | SOLE DISPOSITIVE POWER |
| | | 2,487,245 Shares |
| | 8. | SHARED DISPOSITIVE POWER |
| | | 0 Shares |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,487,245 Shares

- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[X]

The aggregate amount excludes 12,755 shares over which Mrs. Ackerman has sole voting and dispositive authority.

- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

%5.2

- 12. TYPE OF REPORTING PERSON*

OO

Page 2 of 10 Pages

CUSIP No. 518613104

13G

Page 3 of 10 Pages

Edgar Filing: LAUREATE EDUCATION, INC. - Form SC 13G

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Virginia Jean Ackerman

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []

 (b) [X]

Virginia Jean Ackerman and Michael Ackerman are trustees of the Ackerman-Walden Limited Partnership Florida Intangible Tax Trust Dated 12/20/04 (the "Trust"), having joint responsibility for the disposition of assets held by the Trust. Mrs. Ackerman also owns 12,755 shares of Laureate Education, Inc. common stock. Mrs. Ackerman has sole voting and dispositive authority over such shares.

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

| | | |
|--|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5. | SOLE VOTING POWER |
| | | 12,755 Shares |
| | 6. | SHARED VOTING POWER |
| | | 2,487,245 Shares |
| | 7. | SOLE DISPOSITIVE POWER |
| | | 12,755 Shares |
| | 8. | SHARED DISPOSITIVE POWER |
| | | 2,487,245 Shares |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,500,000 Shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

%5.2

12. TYPE OF REPORTING PERSON*

IN

Edgar Filing: LAUREATE EDUCATION, INC. - Form SC 13G

CUSIP No. 518613104

13G

Page 4 of 10 Pages

13. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Michael Ackerman

14. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

Virginia Jean Ackerman and Michael Ackerman are trustees of the Ackerman-Walden Limited Partnership Florida Intangible Tax Trust Dated 12/20/04 (the "Trust"), having joint responsibility for the disposition of assets held by the Trust. Mrs. Ackerman also owns 12,755 shares of Laureate Education, Inc. common stock. Mrs. Ackerman has sole voting and dispositive authority over such shares.

15. SEC USE ONLY

16. CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

| | | |
|--|-----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 17. | SOLE VOTING POWER |
| | | 0 Shares |
| | 18. | SHARED VOTING POWER |
| | | 2,487,245 Shares |
| | 19. | SOLE DISPOSITIVE POWER |
| | | 0 Shares |
| | 20. | SHARED DISPOSITIVE POWER |
| | | 2,487,245 Shares |

21. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,487,245 Shares

22. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[X]

The aggregate amount excludes 12,755 shares over which Mrs. Ackerman has sole voting and dispositive authority.

23. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

%5.2

24. TYPE OF REPORTING PERSON*

IN

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Page 4 of 10 Pages

ITEM 1(A) NAME OF ISSUER

The name of the issuer to which this filing on Schedule 13G relates is Laureate Education, Inc. (the "Company").

ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The principal executive offices of the Company are located at:

1001 Fleet Street
Baltimore, Maryland 21202

ITEM 2(A) NAME OF PERSON FILING

This statement is being filed jointly by Ackerman-Walden Limited Partnership Florida Intangibles Trust dated 12/20/04, a Florida trust (the "Trust"), Virginia Jean Ackerman, and Michael Ackerman. All of the shares of common stock, par value \$.01 per share, of the Company that were beneficially owned by the reporting persons were held directly by Trust, except for 12,755 shares held directly by Virginia Jean Ackerman, as described below.

ITEM 2(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The principal business address of each of the Trust is c/o Chandelle Ventures Inc., 24311 Walden Center Drive, Suite 300, Bonita Springs, FL 34134. The residential address of Michael Ackerman is 15 Cherry Hills Park Drive, Cherry Hills Village, CO 80113. The residential address for Virginia Jean Ackerman is 8477 Bay Colony Drive, Apt. 501, Naples, FL 34108.

ITEM 2(C) CITIZENSHIP

The Trust is organized under the laws of the State of Florida. Virginia Jean Ackerman and Michael Ackerman are citizens of the United States of America.

ITEM 2(D) TITLE OF CLASS OF SECURITIES

The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, par value \$0.01 per share ("Common Stock").

ITEM 2(E) CUSIP NUMBER

The CUSIP number of the Company's Common Stock is 518613104.

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A: Not applicable.

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

Page 5 of 10 Pages

- (e) An investment adviser in accordance with Section 13d-1(b)(1)(ii)(E).

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- (f) [] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g) [] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).
- (h) [] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) [] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

ITEM 4 OWNERSHIP

ITEM 4(A) AMOUNT BENEFICIALLY OWNED

As of the close of business on December 30, 2004, the Trust owned 2,487,245 shares of Common Stock of the Company. Virginia Jean Ackerman and Michael Ackerman are the trustees of the Trust and have joint voting and dispositive power over such shares. Mrs. Ackerman also owns 12,755 shares of Common Stock of the Company, over which Mrs. Ackerman has sole voting and dispositive authority.

ITEM 4(B) PERCENT OF CLASS

As of the close of business on December 30, 2004, the Trust owned 5.2% of the Common Stock outstanding of the Company. Virginia Jean Ackerman and Michael Ackerman are the trustees of the Trust. Through this relationship, each of Virginia Jean Ackerman and Michael Ackerman may be deemed to indirectly beneficially own 5.2% of the Common Stock outstanding of the Company.

ITEM 4(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

- (i) sole power to vote or to direct the vote:

| | |
|------------------------|-----------|
| The Trust | 2,487,245 |
| Virginia Jean Ackerman | 12,755 |
| Michael Ackerman | 0 |

- (ii) shared power to vote or to direct the vote:

| | |
|------------------------|-----------|
| The Trust | 0 |
| Virginia Jean Ackerman | 2,487,245 |
| Michael Ackerman | 2,487,245 |

- (iii) sole power to dispose or to direct the disposition of:

| | |
|------------------------|-----------|
| The Trust | 2,487,245 |
| Virginia Jean Ackerman | 12,755 |
| Michael Ackerman | 0 |

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

| | |
|------------------------|-----------|
| The Trust | 0 |
| Virginia Jean Ackerman | 2,487,245 |
| Michael Ackerman | 2,487,245 |

Page 6 of 10 Pages

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not Applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

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Various other persons have the right to receive or the power to direct the receipt of dividends from, or proceeds from sale of, the securities whose ownership is reported on this schedule. No one such other person's interest in such securities relates to more than five percent of the class.

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

Not Applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10 CERTIFICATION

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 7 of 10 Pages

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.

Dated: December 30, 2004

ACKERMAN-WALDEN LIMITED PARTNERSHIP
FLORIDA INTANGIBLES TRUST DTD 12/20/04

By: /s/ Virginia Jean Ackerman

Name: Virginia Jean Ackerman

Title: Trustee

By: /s/ Michael Ackerman

Name: Michael Ackerman

Title: Trustee

/s/ Virginia Jean Ackerman

Virginia Jean Ackerman

/s/ Michael Ackerman

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Michael Ackerman

Page 8 of 10 Pages

EXHIBIT INDEX

Exhibit 1 Agreement Regarding the Joint Filing of Schedule 13G

Page 9 of 10 Pages