

Serck-Hanssen Eilif
Form 4
May 16, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Serck-Hanssen Eilif

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)
650 S. EXETER STREET, 12TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chief Executive Officer

(Street)
BALTIMORE, MD 21202

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

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	05/14/2018		C		10,611	A	\$ 0 83,015
						D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Class B Common Stock	\$ 0 ⁽¹⁾	05/14/2018		M	20,380	⁽²⁾ ⁽²⁾	Class A Common Stock
Restricted Stock Units	⁽³⁾	05/14/2018		M	20,380	05/14/2018 ⁽²⁾ ⁽²⁾	Class B Common Stock
Class B Common Stock	\$ 0 ⁽¹⁾	05/14/2018		F	9,769	⁽⁴⁾ ⁽⁴⁾	Class A Common Stock
Class B Common Stock	\$ 0 ⁽¹⁾	05/14/2018		C	10,611	⁽¹⁾ ⁽¹⁾	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

05/16/2018

__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).

- Each share of Class B common stock ("Class B Common Stock") of Laureate Education, Inc. (the "Company") is convertible into one
- (1) share of Class A common stock of the Company ("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.
- (2) As previously reported in footnote 7 on the Form 3 filed by the reporting person with the U.S. Securities and Exchange Commission on January 31, 2017, 20,380 Restricted Stock Units ("RSUs") became vested on May 14, 2018 (the "Vesting Date").
- (3) Each RSU represents the right to receive one share of Class B Common Stock.
- (4)

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On the trading day immediately prior to the Vesting Date, the closing price of one share of Class A Common Stock traded on the NASDAQ Global Select Market was \$14.57. On May 14, 2018, 9,769 shares of the Class B Common Stock otherwise issuable upon the vesting of the RSUs were forfeited to pay the applicable withholding taxes due in connection with the vesting of the 20,380 RSUs.

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.