

LAUREATE EDUCATION, INC.

Form 3

January 31, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â Carmelo Miguel

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/31/2017

3. Issuer Name **and** Ticker or Trading Symbol

LAUREATE EDUCATION, INC. [LAUR]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

CEO, Europe

6. Individual or Joint/Group
Filing(Check Applicable Line)☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person650 SOUTH EXETER
STREET,Â 12TH FLOOR

(Street)

BALTIMORE,Â MDÂ 21202

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	26,342	\$ 0 (1)	D	Â
Employee Stock Option (right to buy)	Â (2)	10/02/2017	Class B Common Stock (1)	187,500	\$ 18.36	D	Â
Employee Stock Option (right to buy)	Â (2)	03/10/2020	Class B Common Stock (1)	11,250	\$ 22.32	D	Â
Employee Stock Option (right to buy)	Â (3)	10/02/2023	Class B Common Stock (1)	88,920	\$ 23.2	D	Â
Employee Stock Option (right to buy)	Â (4)	10/02/2023	Class B Common Stock (1)	35,567	\$ 23.2	D	Â
Performance Share Units	Â (5)	Â (5)	Class B Common Stock (1)	11,251	\$ (5)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carmelo Miguel 650 SOUTH EXETER STREET 12TH FLOOR BALTIMORE, MD 21202	Â	Â	Â CEO, Europe	Â

Signatures

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

01/31/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) All of these options are exercisable immediately.
 - (3) 71,136 of these options are exercisable immediately. Subject to the reporting person's continued employment, 20% will become exercisable on December 31, 2017.
 - (4) 21,340 of these options are exercisable immediately. Subject to the reporting person's continued employment, (A) 20% will become exercisable if the Company achieves the applicable equity value target determined pursuant to the Company's 2013 Long-Term Incentive Plan (the "Equity Value Target" and the "2013 Plan", respectively) with respect to fiscal year 2016; and (B) 20% will become exercisable

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if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.

- (5) Each Performance Share Unit ("PSU") represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) one-half (1/2) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016, and (B) one-half (1/2) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 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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