

AMERICAN PUBLIC EDUCATION INC

Form 3

December 19, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Panzarella Amy

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/09/2016

3. Issuer Name and Ticker or Trading Symbol

AMERICAN PUBLIC EDUCATION INC [APEI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

SVP, HR & Community Affairs

6. Individual or Joint/Group

Filing(Check Applicable Line)

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

111 WEST CONGRESS STREET

(Street)

CHARLES

TOWN,Â WVÂ 25414

(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)

Common Stock, par value \$.01

5,982 ⁽¹⁾

D

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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)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (2)	01/04/2017	Common Stock, par value \$.01	1,300	\$ 34.8	D	Â
Employee Stock Option (right to buy)	Â (2)	01/03/2018	Common Stock, par value \$.01	1,100	\$ 37.52	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Panzarella Amy 111 WEST CONGRESS STREET CHARLES TOWN,Â WVÂ 25414	Â	Â	Â SVP, HR & Community Affairs	Â

Signatures

/s/ Richard W. Sunderland, Jr.,
Attorney-in-Fact

12/19/2016

**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).

- Includes 3,533 shares subject to Restricted Stock Awards made pursuant to the American Public Education, Inc. 2011 Omnibus Incentive
- (1) Plan, including 333 shares that vest on January 20, 2017, 474 shares that vest on October 1, 2017 and 2,726 shares that vest in three equal annual installments beginning on January 17, 2017.
- (2) As of the date hereof, all shares were exercisable.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.