

Berckemeyer Ricardo M.
Form 4
June 19, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Berckemeyer Ricardo M.

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President & COO

BALTIMORE, MD 21202

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	06/17/2018		C		16,231	A	\$ 0 75,626

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

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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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Performance Share Units	(1)	06/17/2018		M		8,642	(2) (2)	Class B Common Stock	8,642
Class B Common Stock	(3)	06/17/2018		M		8,642	(2) (2)	Class A Common Stock	8,642
Restricted Stock Units	(4)	06/17/2018		M		21,607	06/17/2018 (4)	Class B Common Stock	21,607
Class B Common Stock	(3)	06/17/2018		M		21,607	(4) (4)	Class A Common Stock	21,607
Class B Common Stock	(3)	06/17/2018		F		14,018	(5) (5)	Class A Common Stock	14,018
Class B Common Stock	(3)	06/17/2018		C		16,231	(3) (3)	Class A Common Stock	16,231

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berckemeyer Ricardo M. 650 S. EXETER STREET, 12TH FLOOR BALTIMORE, MD 21202			President & COO	

Signatures

/s/ Sean P. Mulcahy,
Attorney-in-Fact
Date: 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).

(1) Each Performance Share Unit ("PSU") represents the right to receive one share of Class B Common Stock of the Company.

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- 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.

- Each share of Class B Common Stock of Laureate Education, Inc. (the "Company") is convertible into one share of Class A Common
- (3) Stock of the Company 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 7 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, 14,018 shares of the Company's Class B Common Stock otherwise
- (5) issuable 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.

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