

Serck-Hanssen Eilif
Form 4
June 19, 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)
06/17/2018

☐ 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	06/17/2018		C		15,750	A	\$ 0 98,765
						D	

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

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information contained in this form are not
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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	Amount or Number of Shares
Performance Share Units	(1)	06/17/2018		M			8,643	(2)	(2)	Class B Common Stock	8,643
Class B Common Stock	(3)	06/17/2018		M		8,643		(2)	(2)	Class A Common Stock	8,643
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			14,500	(5)	(5)	Class A Common Stock	14,500
Class B Common Stock	(3)	06/17/2018		C			15,750	(3)	(3)	Class A Common Stock	15,750

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

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).

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

As previously reported in footnote 6 on the Form 3 filed by the reporting person with the U.S. Securities and Exchange Commission on 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.

- (3) Each share of the Company's Class B Common Stock is convertible into one share of the Company's 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.

As previously reported at footnote 8 of the reporting person's Form 3, each Restricted Stock Unit ("RSU") represents the right to receive 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.

- (5) 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, 14,500 shares of the Company's Class B Common Stock otherwise 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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