

Edgar Filing: Wengen Alberta, LP - Form 4

Wengen Alberta, LP
Form 4
November 21, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wengen Alberta, LP

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)

C/O LAUREATE EDUCATION,
INC., 650 SOUTH EXETER
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2018

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

(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
X 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)
Class A Common Stock	11/20/2018		C	14,087,500 (1)	A \$ 0	14,087,500	D
Class A Common Stock	11/20/2018		S	14,087,500 (2)	D \$ 13.44	0	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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Class B Common Stock	(3)	11/20/2018		C		14,087,500		(3)	(3)	Class A Common Stock (4)	14,087,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wengen Alberta, LP C/O LAUREATE EDUCATION, INC., 650 SOUTH EXETER STREET BALTIMORE, MD 21202	
Wengen Investments LTD C/O LAUREATE EDUCATION, INC., 650 SOUTH EXETER STREET BALTIMORE, MD 21202	

Signatures

WENGEN ALBERTA, LIMITED PARTNERSHIP By: Wengen Investments Limited, its
general partner By: /s/ Steven M. Taslitz Name: Steven M. Taslitz Title: Director 11/21/2018

**Signature of Reporting Person Date

WENGEN INVESTMENTS LIMITED By: /s/ Steven M. Taslitz Name: Steven M. Taslitz
Title: Director 11/21/2018

**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) Represents the number of shares that were acquired upon conversion of Class B Common Stock to Class A Common Stock.
- (2) The shares of Class A Common Stock were sold in an underwritten public offering in which Wengen Alberta, Limited Partnership ("Wengen") was the sole selling stockholder.
- (3) Each share of Class B Common Stock of Laureate Education, Inc. (the "Issuer") is convertible into one share of Class A Common Stock of the Issuer upon the election of the holder or upon transfer, subject to the terms of the Issuer's Amended and Restated Certificate of

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Incorporation.

- (4) An aggregated of 14,087,500 shares of Class B common stock converted automatically into 14,087,500 shares of Class A common stock upon transfer to the underwriters in connection with the public offering.

Shares of Class B Common Stock of the Issuer are held directly by Wengen. Wengen Investments Limited ("Wengen GP") is the general partner of Wengen. Certain investors, including, but not limited to, certain investment funds and other persons affiliated with or managed by Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, Bregal Investments, Inc., StepStone Group LP, Sterling Fund

- (5) Management, LLC and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. Wengen GP and each holder of interests in Wengen disclaims beneficial ownership of the securities held by Wengen except to the extent of its pecuniary interest therein.

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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