

Guimaraes Enderson  
 Form 4  
 October 03, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Guimaraes Enderson

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)  
 09/29/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
 See Remarks

BALTIMORE, MD 21202

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Restricted Stock Units	(1)	09/29/2017	M		73,437 (2)	09/29/2017(2)	(2)	Class B Common Stock	73
Class B Common Stock	(3)	09/29/2017	M		73,437	(2)	(2)	Class A Common Stock	73
Class B Common Stock	(3)	09/29/2017	F		30,807 (4)	(4)	(4)	Class A Common Stock	30

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guimaraes Enderson 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202			See Remarks	

## Signatures

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

10/03/2017

\*\*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 Restricted Stock Unit ("RSU") represents the right to receive one share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Company").
- As previously reported in the Company's Filing 8-K filed on March 28, 2017, the Reporting Person entered into a Separation Agreement with the Company (a copy of which was attached to the Company's filing 10-k filed on May 11, 2017) (the "Separation Agreement").
- (2) Pursuant to the terms of the Separation Agreement, vesting of the Reporting Person's RSUs was accelerated as of the Reporting Person's last day of employment by the Company. The Reporting Person's Employment terminated as of September 30, 2017. As this date was a Saturday, the RSUs vested as of the immediately prior business day, September 29, 2017 (the "Separation Date"). As of the Separation Date, the Reporting Person owned 73,437 RSUs.
- (3) Each share of Class B Common Stock of Laureate Education, Inc. (the "Company") is convertible into one share of Class A Common 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.
- (4) On the trading day immediately prior to the Separation Date, the closing price of one share of the Company's Class A Common Stock traded on the NASDAQ Stock Exchange was \$14.55. On September 29, 2017, 30,807 shares of the Company's Class B Common Stock

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otherwise issuable upon the vesting of the RSUs were forfeited to pay the applicable withholding taxes due in connection with the RSUs' vesting.

### **Remarks:**

As previously reported on Form 8-K filed on March 28, 2017, the Reporting Person's employment as President and Chief Operating Officer.

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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