

LAUREATE EDUCATION, INC.  
Form 3  
January 31, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**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 \*

Å Serck-Hanssen Eilif  
(Last) (First) (Middle)

650 SOUTH EXETER STREET, Å 12TH FLOOR

(Street)

BALTIMORE, Å MD Å 21202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/31/2017

3. Issuer Name and Ticker or Trading Symbol

LAUREATE EDUCATION, INC. [LAUR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Executive Vice President, CFO

5. 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 Beneficially Owned**

1. 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)

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)

Date Exercisable Date Expiration

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

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 5)

Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	46,623	\$ 0 <u>(1)</u>	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	08/05/2018	Class B Common Stock <u>(1)</u>	281,250	\$ 21.28	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	10/02/2023	Class B Common Stock <u>(1)</u>	181,983	\$ 23.2	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	10/02/2023	Class B Common Stock <u>(1)</u>	72,793	\$ 23.2	D	Â
Performance Share Units	Â <u>(5)</u>	Â <u>(5)</u>	Class B Common Stock <u>(1)</u>	23,027	\$ <u>(5)</u>	D	Â
Performance Share Units	Â <u>(6)</u>	Â <u>(6)</u>	Class B Common Stock <u>(1)</u>	8,643	\$ <u>(6)</u>	D	Â
Restricted Stock Units	05/14/2018 <sup>(7)</sup>	Â <u>(7)</u>	Class B Common Stock <u>(1)</u>	20,380	\$ <u>(7)</u>	D	Â
Restricted Stock Units	06/17/2018 <sup>(8)</sup>	Â <u>(8)</u>	Class B Common Stock <u>(1)</u>	21,607	\$ <u>(8)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Serck-Hanssen Eilif 650 SOUTH EXETER STREET 12TH FLOOR BALTIMORE, MD 21202	Â	Â	Â Executive Vice President, CFO	Â

## Signatures

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

01/31/2017

        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).
- (1) Each share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Company") is convertible into one share of Class A Common Stock of the Company ("Class A Common Stock") upon the election of the holder or upon transfer, subject to

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the terms of the Company's Amended and Restated Certificate of Incorporation.

- (2) All of these options are exercisable immediately.
- (3) 145,586 of these options are exercisable immediately. Subject to the reporting person's continued employment, 20% will become exercisable on December 31, 2017.  
43,676 of these options are exercisable immediately. Subject to the reporting person's continued employment, (A) 20% will become exercisable if the Company achieves the applicable equity value target determined pursuant to the Company's 2013 Long-Term Incentive Plan (the "Equity Value Target" and the "2013 Plan", respectively) with respect to fiscal year 2016, and (B) 20% will become exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.
- (5) Each Performance Share Unit ("PSU") represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) one-half (1/2) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016, and (B) one-half (1/2) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.
- (6) Each PSU represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) 50% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016 based on the Company's audited financials for 2016 and 2017, and (B) 50% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.
- (7) Each Restricted Stock Unit ("RSU") represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, all of these RSUs will vest on May 14, 2018.
- (8) Each RSU represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, all of these RSUs will vest on June 17, 2018.

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.