

Grand Canyon Education, Inc.
Form SC 13G
February 13, 2009

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response.....11

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. __)*
Grand Canyon Education, Inc.**

(Name of Issuer)
Common Stock, \$0.01 par value

(Title of Class of Securities)
38526M 106

(CUSIP Number)
December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 38526M 106

13G

Page 2 of 8

NAMES OF REPORTING PERSONS.

1

Endeavour Capital Fund IV, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

8,524,824

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER

WITH: 8

8,524,824

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

8,524,824

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS).

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.75% *

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Based on 45,465,160 shares of Grand Canyon Education, Inc. common stock, par value \$0.01 per share, outstanding as of December 31, 2008.

CUSIP No. 38526M 106

13G

Page 3 of 8

NAMES OF REPORTING PERSONS.

1

Endeavour Associates Fund IV, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY BY OWNED BY 522,115

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 522,115

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

522,115

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS).

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.15%*

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Based on 45,465,160 shares of Grand Canyon Education, Inc. common stock, par value \$0.01 per share, outstanding as of December 31, 2008.

CUSIP No. 38526M 106

13G

Page 4 of 8

NAMES OF REPORTING PERSONS.

1

Endeavour Capital Parallel Fund IV, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

BY OWNED BY 965,199

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH: 8

965,199

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

965,199

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS).

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.12% *

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* Based on 45,465,160 shares of Grand Canyon Education, Inc. common stock, par value \$0.01 per share, outstanding as of December 31, 2008.

CUSIP No. 38526M 106

13G

Page 5 of 8

NAMES OF REPORTING PERSONS.

1

Endeavour Capital IV, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY 6

BY OWNED BY 10,012,138 *

SOLE DISPOSITIVE POWER

EACH REPORTING 7

PERSON 0

SHARED DISPOSITIVE POWER

WITH: 8

10,012,138 *

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,012,138 *

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS).

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

22.02% **

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO (Limited Liability Company)

* Endeavour Capital IV, LLC is the general partner of Endeavour Capital Fund IV, L.P., Endeavour Associates Fund IV, L.P. and Endeavour Capital Parallel Fund IV, L.P. Endeavour Capital IV, LLC disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein.

** Based on 45,465,160 shares of Grand Canyon Education, Inc. common stock, par value \$0.01 per share, outstanding as of December 31, 2008.

Item 1. (a) Name of Issuer:

Grand Canyon Education, Inc.

(b) Address of Issuer's Principal Executive Offices:

3300 West Camelback Road
Phoenix, Arizona 85017

Item 2. (a) Name of Person Filing:

Endeavour Capital Fund IV, L.P.
Endeavour Associates Fund IV, L.P.
Endeavour Capital Parallel Fund IV, L.P.
Endeavour Capital IV, LLC

(b) Address of Principal Business Office or, if none, Residence:

920 SW Sixth Avenue, Suite 1400
Portland, Oregon 97204

(c) Citizenship:

| | |
|--|----------|
| Endeavour Capital Fund IV, L.P. | Delaware |
| Endeavour Associates Fund IV, L.P. | Delaware |
| Endeavour Capital Parallel Fund IV, L.P. | Delaware |
| Endeavour Capital IV, LLC | Delaware |

(d) Title of Class of Securities:

Common stock, \$0.01 par value per share

(e) CUSIP:

38526M 106

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person is filing as a:

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

| | |
|--|------------|
| Endeavour Capital Fund IV, L.P. | 8,524,824 |
| Endeavour Associates Fund IV, L.P. | 522,115 |
| Endeavour Capital Parallel Fund IV, L.P. | 965,199 |
| Endeavour Capital IV, LLC | 10,012,138 |

(b) Percent of class:*

| | |
|--|--------|
| Endeavour Capital Fund IV, L.P. | 18.75% |
| Endeavour Associates Fund IV, L.P. | 1.15% |
| Endeavour Capital Parallel Fund IV, L.P. | 2.12% |
| Endeavour Capital IV, LLC | 21.02% |

* Based on
45,465,160
shares of Grand
Canyon
Education, Inc.
common stock,
par value \$0.01
per share,
outstanding as

of December 31,
2008.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

| | |
|--|---|
| Endeavour Capital Fund IV, L.P. | 0 |
| Endeavour Associates Fund IV, L.P. | 0 |
| Endeavour Capital Parallel Fund IV, L.P. | 0 |
| Endeavour Capital IV, LLC | 0 |

(ii) Shared power to vote or to direct the vote

| | |
|--|------------|
| Endeavour Capital Fund IV, L.P. | 8,524,824 |
| Endeavour Associates Fund IV, L.P. | 522,115 |
| Endeavour Capital Parallel Fund IV, L.P. | 965,199 |
| Endeavour Capital IV, LLC | 10,012,138 |

(iii) Sole power to dispose or to direct the disposition of

| | |
|--|---|
| Endeavour Capital Fund IV, L.P. | 0 |
| Endeavour Associates Fund IV, L.P. | 0 |
| Endeavour Capital Parallel Fund IV, L.P. | 0 |
| Endeavour Capital IV, LLC | 0 |

(iv) Shared power to dispose or to direct the disposition of

| | |
|--|------------|
| Endeavour Capital Fund IV, L.P. | 8,524,824 |
| Endeavour Associates Fund IV, L.P. | 522,115 |
| Endeavour Capital Parallel Fund IV, L.P. | 965,199 |
| Endeavour Capital IV, LLC | 10,012,138 |

Endeavour Capital IV, LLC is the general partner of Endeavour Capital Fund IV, L.P., Endeavour Associates Fund IV, L.P. and Endeavour Capital Parallel Fund IV, L.P. Endeavour Capital IV, LLC disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

This Schedule 13G is filed pursuant to Rule 13d-1(d). For the agreement of the group members to a joint filing, see below.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Agreement for Joint Filing

Endeavour Capital Fund IV, L.P., Endeavour Associates Fund IV, L.P. and Endeavour Capital Parallel Fund IV, L.P. hereby agree that Endeavour Capital IV, LLC shall file with the Securities and Exchange Commission a joint schedule 13G on behalf of the above-named parties concerning their beneficial ownership of Grand Canyon Education, Inc.

Date: February 13, 2009

ENDEAVOUR CAPITAL FUND IV, L.P.

By: Endeavour Capital IV, LLC
Its: General Partner

By: /s/ D. Mark Dorman
Name: D. Mark Dorman
Its: Principal

ENDEAVOUR ASSOCIATES FUND IV, L.P.

By: Endeavour Capital IV, LLC
Its: General Partner

By: /s/ D. Mark Dorman
Name: D. Mark Dorman
Its: Principal

ENDEAVOUR CAPITAL PARALLEL FUND IV, L.P.

By: Endeavour Capital IV, LLC
Its: General Partner

By: /s/ D. Mark Dorman
Name: D. Mark Dorman
Its: Principal

ENDEAVOUR CAPITAL IV, LLC

By: /s/ D. Mark Dorman
Name: D. Mark Dorman
Its: Principal