

LAUREATE EDUCATION, INC.

Form 3

January 31, 2017

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
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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 \*

Â Martinez Alfonso

(Last)

(First)

(Middle)

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 Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)650 SOUTH EXETER  
STREET,Â 12TH FLOOR

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Human Resources Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person

BALTIMORE,Â MDÂ 21202

(City)

(State)

(Zip)

**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

Expiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

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(Instr. 5)

Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	7,068	\$ 0 <u>(1)</u>	D	Â
Employee Stock Option (right to buy)	Â <u>(2)</u>	10/02/2023	Class B Common Stock <u>(1)</u>	7,000	\$ 23.2	D	Â
Employee Stock Option (right to buy)	Â <u>(3)</u>	10/02/2023	Class B Common Stock <u>(1)</u>	7,000	\$ 23.2	D	Â
Employee Stock Option (right to buy)	Â <u>(4)</u>	07/10/2024	Class B Common Stock <u>(1)</u>	2,927	\$ 23.2	D	Â
Employee Stock Option (right to buy)	Â <u>(5)</u>	07/10/2024	Class B Common Stock <u>(1)</u>	1,463	\$ 23.2	D	Â
Employee Stock Option (right to buy)	Â <u>(6)</u>	03/04/2025	Class B Common Stock <u>(1)</u>	2,943	\$ 23.2	D	Â
Employee Stock Option (right to buy)	Â <u>(7)</u>	03/04/2025	Class B Common Stock <u>(1)</u>	1,471	\$ 23.2	D	Â
Employee Stock Option (right to buy)	Â <u>(8)</u>	05/02/2026	Class B Common Stock <u>(1)</u>	1,900	\$ 23.24	D	Â
Performance Share Units	Â <u>(9)</u>	Â <u>(9)</u>	Class B Common Stock <u>(1)</u>	3,000	\$ <u>(9)</u>	D	Â
Performance Share Units	Â <u>(10)</u>	Â <u>(10)</u>	Class B Common Stock <u>(1)</u>	462	\$ <u>(10)</u>	D	Â
Performance Share Units	Â <u>(11)</u>	Â <u>(11)</u>	Class B Common Stock <u>(1)</u>	771	\$ <u>(11)</u>	D	Â
Performance Share Units	Â <u>(12)</u>	Â <u>(12)</u>	Class B Common Stock <u>(1)</u>	1,968	\$ <u>(12)</u>	D	Â
Performance Share Units	Â <u>(13)</u>	Â <u>(13)</u>	Class B Common Stock <u>(1)</u>	3,125	\$ <u>(13)</u>	D	Â
Restricted Stock Units	12/31/2017 <sup>(14)</sup>	Â <u>(14)</u>	Class B Common Stock <u>(1)</u>	1,500	\$ <u>(14)</u>	D	Â

Restricted Stock Units	Â <sup>(15)</sup>	Â <sup>(15)</sup>	Class B Common Stock <sup>(1)</sup>	656	\$ <sup>(15)</sup>	D	Â
Restricted Stock Units	12/31/2017	Â <sup>(16)</sup>	Class B Common Stock <sup>(1)</sup>	12,500	\$ <sup>(16)</sup>	D	Â
Restricted Stock Units	06/17/2018	Â <sup>(17)</sup>	Class B Common Stock <sup>(1)</sup>	3,125	\$ <sup>(17)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martinez Alfonso 650 SOUTH EXETER STREET 12TH FLOOR BALTIMORE,Â MDÂ 21202	Â	Â	Â Chief Human Resources Officer	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 the terms of the Company's Amended and Restated Certificate of Incorporation.
- (2) 5,600 of these options are exercisable immediately. Subject to the reporting person's continued employment, 20% will become exercisable on December 31, 2017.
- (3) 4,200 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.
- (4) 1,756 of these options are exercisable immediately. Subject to the reporting person's continued employment, (A) 20% will become exercisable on December 31, 2017, and (B) 20% will become exercisable on December 31, 2018.
- (5) 585 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 with respect to fiscal year 2016, (B) 20% will become exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017, and (C) 20% will become exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2018.
- (6) 1,177 of these options are exercisable immediately. Subject to the reporting person's continued employment, (A) 20% will become exercisable on December 31, 2017, (b) 20% will become exercisable on December 31, 2018, and (C) 20% will become exercisable on December 31, 2019.
- (7) 294 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 with respect to fiscal year 2016, (B) 20% will become exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017, (C) 20% will become

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exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2018, and (D) 20% will become exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2019.

- (8) 633 of these options are exercisable immediately. Subject to the reporting person's continued employment, (A) one-third (1/3) will become exercisable on December 31, 2017, and (B) one-third (1/3) will become exercisable on December 31, 2018.

- (9) 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.

- (10) 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) one-third (1/3) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016, (B) one-third (1/3) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017, and (C) one-third (1/3) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2018.

- (11) 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) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2015 based on the Company's audited financials for 2016, (B) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016, (C) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017, (D) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2018, and (E) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2019.

- (12) 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. These PSUs will vest if certain performance goals with respect to these PSUs have been achieved. The total number of PSUs which can vest is determined based upon the Company's achievement of performance goals for the period from January 1, 2016 through December 31, 2018, as set forth in the award. Subject to the reporting person's continued employment, if the threshold performance goals are met, the minimum number of PSUs that will vest will be 984 and if performance goals are exceeded the maximum number of PSUs that can vest will be 3,937. If the Company does not achieve the threshold level of performance, zero PSUs will become vested.

- (13) 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.

- (14) 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, these RSUs will vest on December 31, 2017.

- (15) 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, (A) half (1/2) will vest on December 31, 2017, and (B) half (1/2) will vest on December 31, 2018.

- (16) Subject to the reporting person's continued employment, on December 31, 2017 all of these RSUs will vest and the reporting person will be issued a corresponding number of shares of Class B Common Stock.

- (17) Subject to the reporting person's continued employment, on June 17, 2018 all of these RSUs will vest and the reporting person will be issued a corresponding number of shares of Class B Common Stock.

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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