

LAUREATE EDUCATION, INC.

Form 3

January 31, 2017

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

OMB APPROVAL

OMB
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2005Estimated 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 *Â Bregal Europe Co-Investment
Limited Partnership

(Last) (First) (Middle)

QUARTERMILE ONE, 15
LAURISTON PLACE,Â

(Street)

EDINBURGH,Â X0Â EH3 9EP

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/31/20173. 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)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X 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)

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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
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

		Shares		or Indirect (1) (Instr. 5)		
Class B Common Stock (1)	Â (1)	Â (1)	Class A Common Stock	11,915,410 (2) (3)	\$ (1)	I
						By Wengen Alberta, Limited Partnership (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bregal Europe Co-Investment Limited Partnership QUARTERMILE ONE, 15 LAURISTON PLACE EDINBURGH, Â X0Â EH3 9EP	Â	Â X	Â	Â
Bregal General Partner Jersey Ltd 2ND FLOOR, WINDWARD HOUSE LA ROUTE DE LA LIBERATION ST. HELIER, Â Y9Â JE2 3BQ	Â	Â X	Â	Â

Signatures

/s/ Paul Bradshaw, Director, Bregal General Partner Jersey Limited, general partner of Bregal Europe Co-Investment Limited Partnership

01/31/2017

__Signature of Reporting Person

Date

/s/ Paul Bradshaw, Director, Bregal General Partner Jersey Limited

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 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 Incorporation.

(2) Shares of Class B common stock are held directly by Wengen Alberta, Limited Partnership ("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 Management, LLC and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. The reporting persons and certain of the other Wengen Investors have designated representatives who serve as the members of the board of directors of Wengen GP.

(3) Bregal Europe Co-Investment Limited Partnership may be deemed to indirectly beneficially own these shares of Class B common stock by virtue of the limited partnership interests it holds in Wengen and its ability to direct Wengen with respect to certain voting and disposition of these shares. The General Partner of Bregal Europe Co-Investment Limited Partnership is Bregal General Partner Jersey Limited. The reporting persons are Bregal Europe Co-Investment Limited Partnership and Bregal General Partner Jersey Limited. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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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