

LAUREATE EDUCATION, INC.

Form 4

April 19, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
Daniels Timothy F.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
FLOOR3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2017____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
CEO, Europe, Asia, Mdl East, Africa(Street)
BALTIMORE, MD 212024. 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

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
required to respond unless the form
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number.**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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)				
Performance Share Units	(1)	04/17/2017	M		8,690 (2)		(2)	(2)	Class B Common Stock	8,690
Class B Common Stock	(3)	04/17/2017	M		8,690 (2)		(2)	(2)	Class B Common Stock	8,690
Class B Common Stock	(3)	04/17/2017	F		3,972 (4)		(4)	(4)	Class A Common Stock	3,972

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daniels Timothy F. 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202			CEO,Europe,Asia,MdlEast,Africa	

Signatures

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

04/19/2017

__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 Performance Share Unit ("PSU") 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 footnote 4 on the Form 3 filed by the reporting person with the U.S. Securities and Exchange Commission on January 31, 2017, 8,690 PSUs vested on April 17, 2017 (the "Vesting Date") upon the achievement by the Company of the applicable Equity Value Target with respect to fiscal year 2016. Subject to the reporting person's continued employment with the Company, an additional 8,690 PSUs are eligible to vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.
- (2) Each share of the Company's Class B Common Stock is convertible into one share of the Company's Class A Common Stock ("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.
- (3) On the trading day immediately prior to the Vesting Date, the closing price of one share of the Company's Class A Common Stock traded on the NASDAQ Stock Exchange was \$14.60. On April 17, 2017, 3,972 shares of the Company's Class B Common Stock otherwise issuable upon the vesting of the PSUs were forfeited to pay the applicable withholding taxes due in connection with the PSUs' vesting.

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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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