

LAUREATE EDUCATION, INC.

Form 4

April 19, 2017

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

Check this box
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZENTZ ROBERT W

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
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
04/17/2017

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr. VP & Gen'l Counsel

(Street)
BALTIMORE, MD 21202

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(1)	04/17/2017	M		5,148 (2)		(2)	(2)	Class B Common Stock	5,148
Performance Share Units	(1)	04/17/2017	M		651 (3)		(3)	(3)	Class B Common Stock	651
Performance Share Units	(1)	04/17/2017	M		1,304 (4)		(4)	(4)	Class B Common Stock	1,304
Class B Common Stock	(5)	04/17/2017	M		7,103 (2) (3) (4)		(2)(3)(4)	(2)(3)(4)	Class B Common Stock	7,103
Class B Common Stock	(5)	04/17/2017	F		2,305 (6)		(6)	(6)	Class A Common Stock	2,305

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ZENTZ ROBERT W 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202	Sr. VP & Gen'l Counsel

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").
- (2) As previously reported in footnote 10 on the Form 3 filed by the reporting person with the U.S. Securities and Exchange Commission (the "SEC") on January 31, 2017, 5,148 PSUs vested on April 17, 2017 (the "Vesting Date") upon the achievement by the Company of the

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applicable Equity Value Target with respect to fiscal year 2016. Subject to the reporting person's continued employment with the Company, an additional 5,148 PSUs are eligible to vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.

- (3) As previously reported in footnote 11 on the Form 3 filed by the reporting person with the SEC on January 31, 2017, 651 PSUs vested on 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 1,302 PSUs are eligible to vest in equal tranches of 651 PSUs if the Company achieves the applicable Equity Value Target with respect to fiscal years 2017 and 2018.

- (4) As previously reported in footnote 12 on the Form 3 filed by the reporting person with the SEC on January 31, 2017, 1,304 PSUs vested on the Vesting Date upon the achievement by the Company of the applicable Equity Value Targets with respect to fiscal years 2015 and 2016 (both as determined after publication of the fiscal year 2016 audited financials). Subject to the reporting person's continued employment with the Company, an additional 1,956 PSUs are eligible to vest in equal tranches of 652 PSUs if the Company achieves the applicable Equity Value Target with respect to fiscal years 2017, 2018, and 2019.

- (5) 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.

- (6) 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, 2,305 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.

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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