LAUREATE EDUCATION, INC.
Form 4
April 19, 2017

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKER DOUGLAS L

(Last) (First) (Middle)

C/O STERLING PARTNERS, 650 S. EXETER STREET, #1100

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LAUREATE EDUCATION, INC. [LAUR]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
__X__ Officer (give title below)
Chairman & CEO
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amoun Underlying Securiti

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	Amo or Numb of Sh
Performance Share Units	(1)	04/17/2017		M		36,253 (2)	(3)	(3)	Class B Common Stock	36,2 (2
Class B Common Stock	(4)	04/17/2017		M	36,253 (2)		(3)	(3)	Class A Common Stock	36,2 (2
Class B Common Stock	(4)	04/17/2017		F		15,209 (4)	(5)	(5)	Class A Common Stock	15,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKER DOUGLAS L C/O STERLING PARTNERS 650 S. EXETER STREET, #1100 BALTIMORE, MD 21202	X	X	Chairman & CEO	

Signatures

/s/ M. Avi Epstein, attorney-in-fact for Douglas L. Becker	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 Units ("PSUs") represents the right to receive one share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. ("Laureate").

(2) Pursuant to an agreement (the "Founders' Agreement") among Douglas L. Becker, Steven M. Taslitz, R. Christopher Hoehn-Saric and one other founder of Sterling (the "Sterling Founders"), the Sterling Founders share equally, on a net after-tax basis, in certain equity securities they receive in connection with services rendered by any of them to certain entities, including Laureate. Each Sterling Founder controls the voting and disposition of the securities allocable to such Sterling Founder. In light of the Founders' Agreement, each of Messrs. Taslitz and Hoehn-Saric may be deemed to indirectly beneficially own a portion of the shares of Class B Common Stock issued upon the conversion of the PSUs and has made a separate Form 4 filing with respect to the issuance of such shares of Class B Common Stock.

(3) On October 2, 2013, the reporting person was granted 181,265 PSUs, vesting in five equal tranches dependent upon Laureate achieving the applicable Equity Value Target as set forth in the applicable Performance Share Units Notice. 36,253 PSUs vested on April 17, 2017 (the "Vesting Date").

(4)

Each share of Class B Common Stock is convertible into one share of Class A Common Stock ("Class A Common Stock") of Laureate upon the election of the holder or upon transfer, subject to the terms of Laureate's Amended and Restated Certificate of Incorporation.

(5) On the trading day immediately prior to the Vesting Date, the closing price of one share of Class A Common Stock traded on the NASDAQ Stock Exchange was $14.60. On April 17, 2017, 15,209 shares of 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.

(6) The reporting person disclaims beneficial ownership of the securities reported herein, except to the extent of the reporting person's pecuniary interest therein. The inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by the reporting person of any securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise.

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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