

Serck-Hanssen Eilif  
Form 4  
July 24, 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 \*  
Serck-Hanssen Eilif

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)  
07/20/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
President, CAO & CFO

(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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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 Securities	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	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	A N S
Employee Stock Option (right to buy)	\$ 23.2	07/20/2017	D <sup>(1)</sup>		181,983	<sup>(2)</sup>	10/02/2023	Class B Common Stock <sup>(3)</sup>	1
Employee Stock Option (right to buy)	\$ 17.44	07/20/2017	A <sup>(1)</sup>	181,983		<sup>(2)</sup>	10/02/2023	Class B Common Stock <sup>(3)</sup>	1
Employee Stock Option (right to buy)	\$ 23.2	07/20/2017	D <sup>(1)</sup>		72,793	<sup>(4)</sup>	10/02/2023	Class B Common Stock <sup>(3)</sup>	1
Employee Stock Option (right to buy)	\$ 17.44	07/20/2017	A <sup>(1)</sup>	72,793		<sup>(4)</sup>	10/02/2023	Class B Common Stock <sup>(3)</sup>	1

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Serck-Hanssen Eilif 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202	President, CAO & CFO

## Signatures

/s/ Thomas J. Plotz,  
Attorney-in-Fact

07/24/2017

\*\*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) The transactions reported herein reflect a one-time stock option repricing (the "Option Repricing") that became effective on July 20, 2017. Pursuant to the Option Repricing, the exercise price of each "Relevant Option" (any stock option awarded by Laureate Education, Inc. (the "Company") between October 2, 2013 and December 31, 2016 (inclusive)) has been amended to reduce such exercise price to

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\$17.44, which was the average closing price of a share of the Company's Class A common stock, par value \$0.004 per share ("Class A Common Stock") as reported on the Nasdaq Global Select Market over the twenty (20) calendar days preceding July 20, 2017. There have been no other changes to the terms of the Relevant Options.

- (2) 145,586 of these options are exercisable immediately. Subject to the reporting person's continued employment by the Company, 20% of these options will become exercisable on December 31, 2017.

- (3) Each share of the Company's Class B common stock, par value \$0.004 per share ("Class B Common Stock") is convertible into one share of 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.

- (4) 58,232 of these options are exercisable immediately. Subject to the reporting person's continued employment by the Company, 20% of these options will become vested and exercisable if the Company achieves the applicable equity value target determined pursuant to the Company's 2013 Long-Term Incentive Plan, as amended with respect to fiscal year 2017.

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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