

LAUREATE EDUCATION, INC.
 Form 3
 January 31, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Daniels Timothy F. | | (Month/Day/Year) | LAUREATE EDUCATION, INC. [LAUR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 650 SOUTH EXETER STREET,Â 12TH FLOOR | | 01/31/2017 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| BALTIMORE,Â MDÂ 21202 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | CEO, AMEA | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|------------|------------|--------------------------------|---------|----------|---|---|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 17,963 | \$ 0 (1) | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 10/02/2023 | Class B Common Stock (1) | 137,362 | \$ 23.2 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 10/02/2023 | Class B Common Stock (1) | 54,945 | \$ 23.2 | D | Â |
| Performance Share Units | Â (4) | Â (4) | Class B Common Stock (1) | 17,381 | \$ (4) | D | Â |
| Performance Share Units | Â (5) | Â (5) | Class B Common Stock (1) | 7,225 | \$ (5) | D | Â |
| Restricted Stock Units | 06/17/2018 | Â (6) | Class B Common Stock (1) | 18,063 | \$ (6) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Daniels Timothy F. 650 SOUTH EXETER STREET 12TH FLOOR BALTIMORE, MD 21202 | Â | Â | Â CEO, AMEA | Â |

Signatures

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

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).

- Each share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Company") is convertible into one
- (1) share of Class A Common Stock of the Company ("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.
 - (2) 109,890 of these options are exercisable immediately. Subject to the reporting person's continued employment, 20% of these options will become exercisable on December 31, 2017.
 - (3) 32,967 of these options are exercisable immediately. Subject to the reporting person's continued employment, (A) 20% will become exercisable if the Company achieves the applicable equity value target determined pursuant to the Company's 2013 Long-Term Incentive Plan (the "Equity Value Target" and the "2013 Plan", respectively) with respect to fiscal year 2016; and (B) 20% will become exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.

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- (4) Each Performance Share Unit ("PSU") represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) one-half (1/2) of these PSUs will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016, and (B) one-half (1/2) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.

- (5) Each PSU represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) 50% of these PSUs will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016 based on the Company's audited financials for 2016 and 2017, and (B) 50% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.

- (6) Subject to the reporting person's continued employment, on June 17, 2018 all of these Restricted Stock Units will vest and the reporting person will be issued a corresponding number of shares of Class B Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.