LAUREATE EDUCATION, INC.

Form 4/A

February 09, 2017

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).

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person *

BECKER DOUGLAS L

(First) (Middle)

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

(Street)

BALTIMORE, MD 21202

2. Issuer Name and Ticker or Trading

Symbol

LAUREATE EDUCATION, INC. [LAUR]

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

02/06/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/07/2017

Form filed by More than One Reporting

(City) (State)

2. Transaction Date 2A. Deemed

1. Title of Security (Instr. 3)

(Zip)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and Expiration Date

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman & CEO

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

(I)

(Instr. 4)

X 10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of

Securities

Owned

Beneficially

Following

Reported

_X__ Director

Applicable Line)

X_ Officer (give title

Estimated average

burden hours per

7. Title and An Underlying Sec

Edgar Filing: LAUREATE EDUCATION, INC. - Form 4/A

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 A
Stock Option (Right to Buy)	\$ 21.32 (1)	02/06/2017		A	1,386,549	02/06/2017(1)	12/31/2019(1)	Class B Common 1 Stock
Stock Option (Right to Buy)	\$ 17 <u>(1)</u>	02/06/2017		A	1,386,549	02/06/2017(1)	12/31/2019(1)	Class B Common 1 Stock

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 02/09/2017

**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).
- Each share of Class B Common Stock of Laureate Education, Inc. (the "Issuer") is convertible into one share of Class A Common Stock of the Issuer upon the election of the holder or upon transfer, subject to the terms of the Issuer's Amended and Restated Certificate of Incorporation.
- 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 the Issuer. 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 these options and has made a separate Form 4 filing with respect to the issuance of these options.
- 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.

Remarks:

This amendment is being filed to amend the Form 4 filed by the reporting person on February 7, 2017 to correct the transaction

Reporting Owners 2

Edgar Filing: LAUREATE EDUCATION, INC. - Form 4/A

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.