

Filgueiras Carlos
Form 4
February 21, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Filgueiras Carlos

2. Issuer Name and Ticker or Trading Symbol
Adtalem Global Education Inc.
[ATGE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 WEST MONROE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Group President, Tech/Business

CHICAGO, IL 60661

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 02/20/2018 | | M | | 3,575 | A | \$ 46.8016 |
| Common Stock ⁽¹⁾ | 02/20/2018 | | M | | 4,325 | A | \$ 46.8016 |
| Common Stock ⁽¹⁾ | 02/20/2018 | | M | | 7,027 | A | \$ 46.8016 |
| Common Stock ⁽¹⁾ | 02/20/2018 | | M | | 2,698 | A | \$ 46.8016 |
| Common Stock ⁽¹⁾ | 02/20/2018 | | M | | 7,775 | A | \$ 46.8016 |

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| | | | | | | | |
|-------------------------|------------|---|--------|---|------------|--------|---|
| Common Stock <u>(1)</u> | 02/20/2018 | M | 4,181 | A | \$ 46.8016 | 41,413 | D |
| Common Stock <u>(1)</u> | 02/20/2018 | M | 4,362 | A | \$ 46.8016 | 45,775 | D |
| Common Stock <u>(1)</u> | 02/20/2018 | M | 2,662 | A | \$ 46.8016 | 48,437 | D |
| Common Stock <u>(1)</u> | 02/20/2018 | S | 36,605 | D | \$ 46.8016 | 11,832 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (Right to Buy) | \$ 38.71 | 02/20/2018 | | M | 3,575 | 08/27/2011 ⁽²⁾ 08/27/2020 | Common Stock | 3 |
| Incentive Stock Option (Right to Buy) | \$ 41.87 | 02/20/2018 | | M | 4,325 | 08/24/2012 ⁽²⁾ 08/24/2021 | Common Stock | 4 |
| Incentive Stock Option (Right to Buy) | \$ 18.6 | 02/20/2018 | | M | 7,027 | 08/29/2013 ⁽²⁾ 08/29/2022 | Common Stock | 7 |
| Non-qualified Stock Option (Right to Buy) | \$ 18.6 | 02/20/2018 | | M | 2,698 | 08/29/2013 ⁽²⁾ 08/29/2022 | Common Stock | 2 |
| Incentive Stock Option (Right to Buy) | \$ 28.32 | 02/20/2018 | | M | 7,775 | 08/21/2014 ⁽²⁾ 08/21/2023 | Common Stock | 7 |
| | \$ 43.47 | 02/20/2018 | | M | 4,181 | 08/20/2014 ⁽²⁾ 08/20/2024 | | 4 |

| | | | | | | | | | |
|---|----------|------------|--|---|-------|---------------------------|------------|-----------------|---|
| Non-qualified Stock Option (Right to Buy) | | | | | | | | Common Stock | |
| Non-qualified Stock Option (Right to Buy) | \$ 26.23 | 02/20/2018 | | M | 4,362 | 08/26/2016 ⁽²⁾ | 08/26/2025 | Common Stock | 4 |
| Non-qualified Stock Option (Right to Buy) | \$ 23.78 | 02/20/2018 | | M | 2,662 | 08/25/2017 ⁽²⁾ | 08/25/2026 | Common Stock | 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Filgueiras Carlos 500 WEST MONROE CHICAGO, IL 60661 | | | Group President, Tech/Business | |

Signatures

/s/ Robert P. Sieland, for Carlos Alberto Guerra
Filgueiras

02/21/2018

**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) Includes restricted stock units which represent a right to receive one share of common stock for each restricted stock unit. These restricted stock units vest 25% on the anniversary of the original grant date and are fully-vested on the four year anniversary of the grant date.
 - (2) This option vests at 25% per year and will be fully vested at the end of the 4th year. This option was issued in two parts - one as an incentive stock option (ISO), and the other as a non-qualified stock option (NQSO) due to the ISO limitations.

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.