Berckemeyer Ricardo M. Form 4

June 19, 2018

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 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(b).

1. Name and Address of Reporting Person *

Berckemeyer Ricardo M.

(Last) (First) (Middle)

650 S. EXETER STREET, 12TH

FLOOR

(Street)

(State)

06/17/2018

(Zip)

2. Transaction Date 2A. Deemed

BALTIMORE, MD 21202

(City)

1. Title of

Security

(Instr. 3)

Class A

Stock

Common

2. Issuer Name and Ticker or Trading

Symbol

LAUREATE EDUCATION, INC. [LAUR]

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

06/17/2018

Filed(Month/Day/Year)

4. If Amendment, Date Original

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Acquired 5. Amount of

(Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Code (Month/Day/Year) (Instr. 8)

(D) (Instr. 3, 4 and 5)

(A)

or Price Amount (D)

Code V

 \mathbf{C} 16,231 A

\$0 75,626 D

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

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

Expires: 2005 Estimated average

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

(9-02)

Form: Direct Indirect

Other (specify

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5. Relationship of Reporting Person(s) to

(Check all applicable)

President & COO

6. Individual or Joint/Group Filing(Check

(D) or

Indirect (I)

(Instr. 4)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

Director X_ Officer (give title

Applicable Line)

Securities

Owned

Beneficially

Following

Reported

Transaction(s)

(Instr. 3 and 4)

0.5

3235-0287

1

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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. Transacti Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nui of S
Performance Share Units	(1)	06/17/2018		M		8,642	(2)	(2)	Class B Common Stock	8,
Class B Common Stock	<u>(3)</u>	06/17/2018		M	8,642		(2)	(2)	Class A Common Stock	8,
Restricted Stock Units	<u>(4)</u>	06/17/2018		M		21,607	06/17/2018	<u>(4)</u>	Class B Common Stock	21
Class B Common Stock	(3)	06/17/2018		M	21,607		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	21
Class B Common Stock	(3)	06/17/2018		F		14,018	<u>(5)</u>	<u>(5)</u>	Class A Common Stock	14
Class B Common Stock	(3)	06/17/2018		С		16,231	(3)	(3)	Class A Common Stock	16

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Berckemeyer Ricardo M.

650 S. EXETER STREET, 12TH FLOOR BALTIMORE, MD 21202 President & COO

Signatures

/s/ Sean P. Mulcahy, Attorney-in-Fact 06/19/2018

**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) Each Performance Share Unit ("PSU") represents the right to receive one share of Class B Common Stock of the Company.

Reporting Owners 2

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- As previously reported in footnote 6 on the Form 3 filed by the reporting person with the U.S. Securities and Exchange Commission on (2) January 31, 2017, these PSUs were to vest upon the achievement by the Company of the applicable financial metrics, subject to the reporting person's continued employment with the Company, through June 17, 2018.
- Each share of Class B Common Stock of Laureate Education, Inc. (the "Company") is convertible into one share of Class A Common (3) Stock of the Company upon the election of the holder or upon transfer, subject to the terms of the Company's Amended and Restated Certificate of Incorporation.
- As previously reported at footnote 7 of the reporting person's Form 3, each Restricted Stock Unit ("RSU") represents the right to receive one share of the Class B Common Stock of the Company and was issuable as shares of Class B Common Stock provided the reporting person remained employed through June 17, 2018.
- On the trading day immediately prior to June 17, 2018, the closing price of one share of the Company's Class A Common Stock traded on the NASDAQ Stock Exchange was \$14.63. On June 18, 2018, 14,018 shares of the Company's Class B Common Stock otherwise issueable upon the vesting of the RSUs and PSUs reported herein were forfeited to pay the applicable withholding taxes due in connection with these vestings.

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.