

Berckemeyer Ricardo M.
 Form 4
 April 03, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Berckemeyer Ricardo M.

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President & COO

BALTIMORE, MD 21202

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 03/30/2018 | | C | A | \$ 0 | 48,216 | D |
| Class A Common Stock | 03/30/2018 | | A | (1) | \$ 0 | 59,395 | D |

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

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number.

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) |
|--|--|--------------------------------------|--|--------------------------------|--|---------------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Performance Share Units | (2) | 03/30/2018 | | M | | 11,581 | (3) | (3) | Class B Common Stock |
| Class B Common Stock | (4) | 03/30/2018 | | M | | 11,581 | (3) | (3) | Class A Common Stock |
| Class B Common Stock | (4) | 03/30/2018 | | F | | 5,367 | (5) | (5) | Class A Common Stock |
| Class B Common Stock | (4) | 03/30/2018 | | C | | 6,214 | (4) | (4) | Class A Common Stock |
| Employee Stock Option (Right to Buy) | \$ 17.44 | 03/30/2018 | | A | | 14,645 (6) | (6) | 10/02/2023 | Class B Common Stock |

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

04/03/2018

**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) On June 14, 2017, the reporting person was granted 62,500 Performance Share Units issueable as shares of Laureate Class A Common Stock of Laureate Education, Inc. (the "Company") ("Class A PSUs"), vesting in three equal tranches dependent upon the Company achieving the applicable performance goal as set forth in the applicable Performance Share Units Notice. 20,834 Class A PSUs vested on March 30, 2018. 9,655 shares were withheld from the vesting in satisfaction of the reporting person's tax withholding liability.

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

(3) As previously reported in footnote 5 on the Form 3 filed by the reporting person with the U.S. Securities and Exchange Commission on January 30, 2017, 11,581 Class B PSUs vested on March 30, 2018 (the "Vesting Date") upon the achievement by the Company of the applicable Equity Value Target with respect to fiscal year 2017.

(4) Each share of Class B Common Stock of the Company is convertible into one share of Class A Common 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.

(5) On the trading day immediately prior to the Vesting Date, the closing price of one share of the Company's Class A Common Stock traded on the NASDAQ Stock Exchange was \$13.75. On March 30, 2018, 5,367 shares of the Company's Class B Common Stock otherwise issueable upon the vesting of the Class B PSUs were forfeited to pay the applicable withholding taxes due in connection with the Class B PSUs' vesting.

(6) As reported at footnote 4 of the reporting person's Form 3, these options vested on March 30, 2018 following determination by the Compensation Committee of the Company's Board of Directors of the Company's achievement of the applicable Equity Value Target.

(7) Represents the aggregate number of vested options awarded pursuant to the reporting person's Stock Option Agreement dated October 2, 2013 (including time-based and performance-based options). This figure consolidates the option reported at footnotes 3 and 4 of the reporting person's Form 3.

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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