

Broker Neel
Form 4
January 03, 2019

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 *
Broker Neel

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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2018

____ Director
 Officer (give title below) CEO EMEAA
____ 10% Owner
____ Other (specify below)

(Street)
BALTIMORE, MD 21202

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	12/31/2018		C		1,448 A \$ 0	16,816	D
Class A Common Stock	12/31/2018		F(1)		638 D \$ 14.82	16,178	D
Class A Common Stock	12/31/2018		F(2)		822 D \$ 14.82	15,356	D

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

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(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(3)	12/31/2018		M	1,448	(3) (3)	Class B Common Stock	1,448
Class B Common Stock	(4)	12/31/2018		M	1,448	(4) (4)	Class A Common Stock	1,448
Class B Common Stock	(4)	12/31/2018		C	1,448	(4) (4)	Class A Common Stock	1,448

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Broker Neel 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202			CEO EMEAA	

Signatures

/s/ Sean P. Mulcahy,
Attorney-in-Fact
01/03/2019

**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)

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Shares withheld from vesting of Restricted Stock Units originally reported at footnote 4 of the reporting person's Form 3 in satisfaction of tax obligations based on closing price of \$14.82 on December 28, 2018 of the Company's Class A Common Stock as traded on the NASDAQ stock exchange.

- (2) Shares withheld from vesting of Restricted Stock Units originally granted on March 7, 2018 (having been previously reported as shares of Class A Common Stock on the reporting person's Form 4 filed on March 9, 2018) in satisfaction of tax obligations based on closing price of \$14.82 on December 28, 2018 of the Company's Class A Common Stock as traded on the NASDAQ stock exchange. These RSUs are vesting in three equal annual installments on each of December 31, 2018, December 31, 2019, and December 31, 2020, subject to the reporting person's continued employment with the Company.

- (3) As reported in footnote 4 of the reporting person's Form 3 filed on January 1, 2018, each Restricted Stock Unit represents the right to receive one share of Class B Common Stock. These RSUs shall vest in two tranches with one-half vesting on December 31, 2018 and the balance vesting on December 31, 2019, subject to the reporting person's continued employment by Laureate Education, Inc.

- (4) Each share of Class B Common Stock of Laureate Education, Inc. (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.

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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