

Darmon Tal
 Form 4
 January 03, 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 *
 Darmon Tal

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)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

Chief Accounting Officer

650 S. EXETER STREET, 12TH FLOOR

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

(Street)
 BALTIMORE, MD 21202

(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 | 12/31/2017 | | C | | 178 | A | (1) |
| Class A Common Stock | 12/31/2017 | | M | | 668 | A | (2) |
| Class A Common Stock | 12/31/2017 | | F ⁽³⁾ | | 243 | D | \$ 13.59 603 |

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

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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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (4) | 12/31/2017 | | M | 280 | (5) | (5) | Class B Common Stock | 280 |
| Class B Common Stock | (1) | 12/31/2017 | | M | 280 | (5) | (5) | Class A Common Stock | 280 |
| Class B Common Stock | (1) | 12/31/2017 | | F(3) | 102 | (3) | (3) | Class A Common Stock | 102 \$ 1 |
| Class B Common Stock | (1) | 12/31/2017 | | C | 178 | (1) | (1) | Class A Common Stock | 178 |
| Restricted Stock Units | (2) | 12/31/2017 | | M | 668 | (6) | (6) | Class A Common Stock | 668 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Darmon Tal 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202 | | | Chief Accounting Officer | |

Signatures

/s/ Sean P. Mulcahy,
Attorney-in-Fact

01/03/2018

__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) 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.

(2) As reported in Footnote 1 of the Reporting Person's Form 4 filed on June 17, 2017, each Restricted Stock Unit represents the right to receive one share of Class A common stock of the Company subject to the Reporting Person's continued employment by the Company.

(3) Shares withheld from Restricted Stock Unit vestings in satisfaction of tax obligations based on closing price of \$13.59 on December 28, 2017 of the Company's Class A common stock as traded on the NASDAQ stock exchange.

(4) As reported at Footnote 10 in the Reporting Person's Form 3, each Restricted Stock Unit represents the right to receive one share of the Company's Class B common stock, subject to the reporting person's continued employment by the Company.

(5) On May 2, 2016, the Reporting Person was granted 841 Restricted Stock Units (which vest as Class B shares of common stock) vesting in one-third annual installments on December 31, 2016, December 31, 2017, and December 31, 2018, subject to the Reporting Person's continued employment by the Company.

(6) On June 14, 2017, the Reporting Person was granted 2,002 Restricted Stock Units (which vest as Class A shares of common stock) vesting in one-third annual installments on December 31, 2017, December 31, 2018 and December 31, 2019, subject to the Reporting Person's continued employment by the Company.

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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