

SINGER PAULA R
Form 4
June 19, 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 *
SINGER PAULA R

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)
06/17/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO Walden and Online Partners

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock | 06/17/2018 | | C | 7,841 A | \$ 0 | 99,176 | 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)

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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. 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) | Am or Nur of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | (1) | 06/17/2018 | | M | 10,714 | 06/17/2018 (1) | Class B Common Stock | 10 |
| Class B Common Stock | (2) | 06/17/2018 | | M | 10,714 | (2) (2) | Class A Common Stock | 10 |
| Performance Share Units | (3) | 06/17/2018 | | M | 4,285 | (4) (4) | Class B Common Stock | 4, |
| Class B Common Stock | (2) | 06/17/2018 | | M | 4,285 | (2) (2) | Class A Common Stock | 4, |
| Class B Common Stock | (2) | 06/17/2018 | | F | 7,158 | (5) (5) | Class A Common Stock | 7, |
| Class B Common Stock | (2) | 06/17/2018 | | C | 7,841 | (2) (2) | Class A Common Stock | 7, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SINGER PAULA R 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202 | | | CEO Walden and Online Partners | |

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).

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(1) 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.

(2) Each share of the Company's Class B Common Stock is convertible into one share of the Company's Class A Common Stock upon the election of the holder or upon transfer, subject to the terms of the Company's Amended and Restated Certificate of Incorporation.

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

(4) As previously reported in footnote 6 on the Form 3 filed by the reporting person with the U.S. Securities and Exchange Commission on 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.

(5) 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, 7,158 shares of the Company's Class B Common Stock otherwise issuable 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.