

LAUREATE EDUCATION, INC.
 Form 3
 January 31, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Guimaraes Enderson | | (Month/Day/Year) | LAUREATE EDUCATION, INC. [LAUR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 650 SOUTH EXETER STREET,Â 12TH FLOOR | | 01/31/2017 | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| BALTIMORE,Â MDÂ 21202 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | President and COO | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|---------------|------------|--------------------------------|---------|---------|---|---|
| Employee Stock Option (right to buy) | Â (1) | 09/17/2025 | Class B Common Stock (2) | 650,141 | \$ 23.2 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 09/17/2025 | Class B Common Stock (2) | 332,608 | \$ 23.2 | D | Â |
| Performance Share Units | Â (4) | Â (4) | Class B Common Stock (2) | 174,392 | \$ (4) | D | Â |
| Performance Share Units | Â (5) | Â (5) | Class B Common Stock (2) | 30,518 | \$ (5) | D | Â |
| Restricted Stock Units | 12/31/2017(6) | Â (6) | Class B Common Stock (2) | 62,500 | \$ (6) | D | Â |
| Restricted Stock Units | 12/31/2017(7) | Â (7) | Class B Common Stock (2) | 10,397 | \$ (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Guimaraes Enderson 650 SOUTH EXETER STREET 12TH FLOOR BALTIMORE, MD 21202 | Â | Â | Â President and COO | Â |

Signatures

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

01/31/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 260,056 of these options are exercisable immediately. Subject to the reporting person's continued employment, (A) 20% will become exercisable on December 31, 2017, (B) 20% will become exercisable on December 31, 2018, AND (C) 20% will become exercisable on December 31, 2019.
 - (2) Each share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Company") is convertible into one share of Class A Common Stock of the Company ("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) 66,522 of these options are exercisable immediately. Subject to the reporting person's continued employment, (A) 20% will become exercisable if the Company achieves the applicable equity value target determined pursuant to the Company's 2013 Long-Term Incentive Plan (the "Equity Value Target" and the "2013 Plan", respectively) with respect to fiscal year 2016, (B) 20% will become exercisable if

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the Company achieves the applicable Equity Value Target with respect to fiscal year 2017, (C) 20% will become exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2018, and (D) 20% will become exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2019.

Each Performance Share Unit ("PSU") represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2015 based on the

- (4) Company's audited financials for 2016, (B) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016, (C) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017, (D) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2018, and (E) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2019.

Each PSU represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2015 based on the Company's audited financials for

- (5) 2016, (B) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016, (C) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017, (D) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2018, and (E) 20% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2019.

Each Restricted Stock Unit ("RSU") represents the right to receive one share of Class B Common Stock. On the vesting date, the

- (6) reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, all of these RSUs will vest on December 31, 2017.

Each RSU represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a

- (7) corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, all of these RSUs will vest on December 31, 2017.

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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