

LAUREATE EDUCATION, INC.

Form 3

February 16, 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 | |
| 72 Asset Management, L.P. | | | 01/31/2017 | | LAUREATE EDUCATION, INC. [LAUR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 72 CUMMINGS POINT ROAD, | | | (Check all applicable) | | | |
| (Street) | | | ___ Director | | ___X___ 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| STAMFORD, CT 06902 | | | ___ Officer | | ___ Other | ___ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | | (specify below) | ___X___ 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|----------------------|-------|-------|----------------------------|------------|--------|----------------------------------|----------------------------------|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 10,147,102 | \$ (1) | I | See Footnotes (2) (3) (7) (8) |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 113,498 | \$ (1) | I | See Footnotes (2) (4) (7) (8) |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 5,259,228 | \$ (1) | I | See Footnotes (2) (5) (7) (8) |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 567,271 | \$ (1) | I | See Footnotes (2) (6) (7) (8) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Point72 Asset Management, L.P. 72 CUMMINGS POINT ROAD STAMFORD, CT 06902 | Â | Â X | Â | Â |
| Point72 Capital Advisors, Inc. 72 CUMMINGS POINT ROAD STAMFORD, CT 06902 | Â | Â X | Â | Â |
| COHEN STEVEN A/SAC CAPITAL MGMT LP C/O SAC CAPITAL ADVISORS L.P. 72 CUMMINGS POINT ROAD STAMFORD, CT 06902 | Â X | Â X | Â | Â |

Signatures

| | |
|---|------------|
| Point72 Asset Management, L.P. by Point72 Capital Advisors, Inc., its general partner, By: /s/ Kevin J. O'Connor, Authorized Officer | 02/08/2017 |
| **Signature of Reporting Person | Date |
| Point72 Capital Advisors, Inc., By: /s/ Kevin J. O'Connor, Authorized Officer | 02/08/2017 |
| **Signature of Reporting Person | Date |
| /s/ Steven A. Cohen | 02/08/2017 |
| **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) Each share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Issuer") is convertible into one share of Class A Common Stock of the Issuer ("Class A Common Stock") upon the election of the holder or upon transfer, subject to the terms

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of the Issuer's Amended and Restated Certificate of Incorporation.

Shares of Class B Common Stock are held directly by Wengen Alberta, Limited Partnership ("Wengen"). Wengen Investments Limited ("Wengen GP") is the general partner of Wengen. Certain investors, including, but not limited to, certain investment funds and other persons affiliated with or managed by Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, Bregal Investments, Inc., StepStone Group LP, Sterling Fund Management, LLC and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. The Reporting Persons and certain of the other Wengen Investors have designated representatives who serve as the members of the board of directors of Wengen GP.

- (2) CPV Holdings, LLC may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen.
- (3) Point72 Capital, L.P. may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen. Point72 Capital Management, LLC is the general partner of Point72 Capital, L.P.
- (4) Point72 Capital International, Ltd. may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen.
- (5) Point72 GDF, Ltd. may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen.
- (6) Point72 Asset Management, L.P. may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the investment management agreements it has entered into with each of the holders in (3), (4), (5) and (6) above. Point72 Capital Advisors, Inc. is the general partner of Point72 Asset Management, L.P. Steven A. Cohen is the sole shareholder of Point72 Capital Advisors, Inc.

- (7) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. This filing shall not be deemed an admission that the Reporting Persons are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any securities reported herein for purposes of Section 16 of the Exchange Act otherwise.
- (8)

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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