

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 | |
| Patro Richard J. | | (Month/Day/Year) | LAUREATE EDUCATION, INC. [LAUR] | |
| (Last) | (First) | (Middle) | 01/31/2017 | |
| 650 SOUTH EXETER STREET, 12TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| BALTIMORE, MD 21202 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | CEO, Global Prods. and Servs. | |

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)

| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 13,653 | \$ 0 (1) | D | Â |
|---|-------|------------|--------------------------------|---------|----------|---|---|
| Employee Stock Option (right to buy) | Â (2) | 10/02/2017 | Class B Common Stock (1) | 117,500 | \$ 18.36 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 03/18/2021 | Class B Common Stock (1) | 22,500 | \$ 22.88 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 10/02/2023 | Class B Common Stock (1) | 67,302 | \$ 23.2 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 10/02/2023 | Class B Common Stock (1) | 26,921 | \$ 23.2 | D | Â |
| Performance Share Units | Â (5) | Â (5) | Class B Common Stock (1) | 8,516 | \$ (5) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Patro Richard J. 650 SOUTH EXETER STREET 12TH FLOOR BALTIMORE, MD 21202 | Â | Â | Â CEO, Global Prods. and Servs. | 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).
- Each share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Company") is convertible into one
- (1) 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.
 - (2) All of these options are exercisable immediately.
 - (3) 53,841 of these options are exercisable immediately. Subject to the reporting person's continued employment, 20% will become exercisable on December 31, 2017.
 - (4) 16,152 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; and (B) 20% will become exercisable

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if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.

- (5) 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) one-half (1/2) of these PSUs will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016, and (B) one-half (1/2) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 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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