DENNIS WILLIAM C Form 4/A

August 22, 2007

FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **DENNIS WILLIAM C**

(Last) (First)

650 SOUTH EXETER STREET

(Middle)

(Street)

BALTIMORE, MD 21202

(City)

Common

Stock

2. Issuer Name and Ticker or Trading

Symbol

LAUREATE EDUCATION, INC. [LAUR]

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

08/17/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

08/22/2007

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below)

President, Latin America Ops

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

08/17/2007

Code (Instr. 8)

3.

Code V

(D) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Securities

Beneficially Owned Following Reported

(D) or Indirect (I) (Instr. 4)

D

Form: Direct Indirect Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

(A) Transaction(s) (Instr. 3 and 4) (D) Price

Amount 14,298 $D^{(1)}$ D \$62 0 (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (rt to buy)	\$ 17.54	08/17/2007		D(2)	55,000	(3)	(3)	Common Stock	55,000
Options (rt to buy)	\$ 5.95	08/17/2007		D(2)	1	(3)	(3)	Common Stock	1
Option (rt to buy)	\$ 46.37	08/17/2007		D(2)	100,000	(3)	(3)	Common Stock	100,000
Option (rt to buy)	\$ 46.37	08/17/2007		D(2)	25,000	(3)	(3)	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

DENNIS WILLIAM C 650 SOUTH EXETER STREET BALTIMORE, MD 21202

President, Latin America Ops

Signatures

Reporting Person

William C.
Dennis

**Signature of

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).

Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding shares of Issuer owned by Mr. Dennis were cancelled in exchange for his right to receive \$62 per share in cash. The original Form 4 filed in connection with this transaction failed to account for the cancellation, on July 12, 2007 of \$202 shares held by Mr. Dennis to pay the toyes due in

- (1) with this transaction failed to account for the cancellation, on July 12, 2007 of 8,202 shares held by Mr. Dennis to pay the taxes due in connection with the vesting, upon change of control of the Issuer, of 22,500 shares of restricted stock of the Issuer held by Mr. Dennis. A Form 4 for that transaction was filed on August 22, 2007.
- Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all vested and exercisable options to purchase shares of Issue were cancelled in exchange for the holder's right to receive cash consideration for each option in an amount equal to the difference between \$62 and the per option exercise price, which consideration will be paid to the holder on or before August 24, 2007.

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(3) Not applicable. Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding options of Issuer were cancelled.

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.