

LAUREATE EDUCATION, INC.
Form S-1MEF
January 31, 2017

As filed with the Securities and Exchange Commission on January 31, 2017

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Laureate Education, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

8200
(Primary Standard Industrial
Classification Code Number)

52-1492296
(I.R.S. Employer
Identification No.)

650 S. Exeter Street
Baltimore, Maryland 21202

(410) 843-6100

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(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Robert W. Zentz, Esq.

Senior Vice President, Secretary and General Counsel

Laureate Education, Inc.

650 S. Exeter Street

Baltimore, Maryland 21202

(410) 843-6100

(Name, address, including zip code, and telephone number, including
area code, of agent for service)

With copies to:

**Robert W. Smith, Jr., Esq.
Michael J. Stein, Esq.
DLA Piper LLP (US)
6225 Smith Avenue
Baltimore, MD 21209
(410) 580-3000**

**Joseph H. Kaufman, Esq.
David W. Azarkh, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017
(212) 455-2000**

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-207243

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a
smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Aggregate Offering Price per Share	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Class A common stock, par value \$0.004 per share (1) Includes shares subject to the underwriters	6,900,000	\$14.00(2)	\$96,600,000	\$11,196

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the **Commission**) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Laureate Education, Inc. (the **Registrant**). This Registration Statement incorporates by reference the contents of, including all exhibits to, the Registrant's Registration Statement on Form S-1 (File No. 333-207243), as amended, which was declared effective by the Commission on January 31, 2017.

**Exhibit
No.**

Description

- | | |
|------|---|
| 5.1 | Opinion of DLA Piper LLP (US) |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of PricewaterhouseCoopers Auditores Independentes, São Paulo, Brazil |
| 23.3 | Consent of PricewaterhouseCoopers Auditores Independentes, Porto Alegre, RS, Brazil |
| 23.4 | Consent of DLA Piper LLP (US) (included in Exhibit 5.1) |
| 24.1 | Powers of Attorney (included on the signature page to the Registration Statement on Form S-1, as amended, filed by the Registrant on October 2, 2016 (File No. 333-207243) and incorporated by reference herein) |
| 24.2 | Power of Attorney for Tal Darmon (incorporated by reference to Exhibit 24.2 to the Registration Statement on Form S-1, as amended, filed by the Registrant with the Securities and Exchange Commission on January 10, 2017 (File No. 333-207243)) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland on January 31, 2017.

LAUREATE EDUCATION, INC.

By: /s/ Eilif Serck-Hanssen
 Name: Eilif Serck-Hanssen
 Title: *Executive Vice President and Chief Financial Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on January 31, 2017.

SIGNATURE	TITLE	DATE
* Douglas L. Becker	Chairman and Chief Executive Officer and Director (Principal Executive Officer)	January 31, 2017
/s/ Eilif Serck Hanssen Eilif Serck-Hanssen	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	January 31, 2017
* Tal Darmon	Senior Vice President, Chief Accounting Officer and Global Controller (Principal Accounting Officer)	January 31, 2017
* Brian F. Carroll	Director	January 31, 2017
* Andrew B. Cohen	Director	January 31, 2017
* Darren Friedmen	Director	January 31, 2017
* John A. Miller	Director	January 31, 2017
* George Muñoz	Director	January 31, 2017
* Judith Rodin	Director	January 31, 2017
* Jonathan D. Smidt	Director	January 31, 2017
* Ian K. Snow	Director	January 31, 2017

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* Director January 31, 2017
Steven M. Taslitz

* Director January 31, 2017
Quentin Van Doosselaere

* Director January 31, 2017
Robert B. Zoellick

*By: /s/ Eilif Serck Hanssen
Eilif Serck-Hanssen