

LAUREATE EDUCATION, INC.
Form 3
January 31, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Taslitz Steven		(Month/Day/Year)	LAUREATE EDUCATION, INC. [LAUR]	
(Last)	(First)	(Middle)	01/31/2017	
C/O STERLING PARTNERS,Â 401 N. MICHIGAN AVE, SUITE 3300			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner		
	<input type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input type="checkbox"/> Form filed by One Reporting Person	
CHICAGO,Â ILÂ 60611	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
(City)	(State)	(Zip)		

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

SEC 1473 (7-02)

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

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 (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)(2)</u>	10/02/2023	Class B Common Stock	710,530	\$ 23.2 <u>(1)</u>	I	See Footnotes <u>(2) (3) (19)</u>
Stock Option (Right to Buy)	06/17/2018 ⁽¹⁾	10/25/2026	Class B Common Stock	114,790	\$ 23.26 <u>(1)</u>	I	See Footnotes <u>(3) (4) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	68,428	\$ <u>(1)</u>	I	See Footnotes <u>(3) (5) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	13,889	\$ <u>(1)</u>	I	See Footnotes <u>(6) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	1,056	\$ <u>(1)</u>	I	See Footnotes <u>(7) (8) (9) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	1,101	\$ <u>(1)</u>	I	See Footnotes <u>(3) (7) (8) (10) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	1,345,292	\$ <u>(1)</u>	I	See Footnotes <u>(7) (8) (11) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	523,027	\$ <u>(1)</u>	I	See Footnotes <u>(7) (8) (12) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	255,622	\$ <u>(1)</u>	I	See Footnotes <u>(7) (8) (13) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	72,026,699	\$ <u>(1)</u>	I	See Footnotes <u>(7) (8) (14) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	2,202,188	\$ <u>(1)</u>	I	See Footnotes <u>(7) (8) (15) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	2,020,473	\$ <u>(1)</u>	I	See Footnotes <u>(7) (8) (16) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	3,232,757	\$ <u>(1)</u>	I	See Footnotes <u>(7) (8) (17) (19)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common	1,104	\$ <u>(1)</u>	I	See Footnotes <u>(7) (8) (18) (19)</u>

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Taslitz Steven C/O STERLING PARTNERS 401 N. MICHIGAN AVE, SUITE 3300 CHICAGO, IL 60611	X	X		
KJT 2013 Gift Trust C/O STERLING PARTNERS 401 N. MICHIGAN AVE, SUITE 3300 CHICAGO, IL 60611	X	X		

Signatures

/s/ M. Avi Epstein, attorney-in-fact for Steven M. Taslitz 01/31/2017

Signature of Reporting Person Date

/s/ M. Avi Epstein, attorney-in-fact for KJT 2013 Gift Trust 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) 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 upon the election of the holder or upon transfer, subject to the terms of the Issuer's Amended and Restated Certificate of Incorporation.
- (2) Represents an option to purchase shares of Class B Common Stock issued to Douglas L. Becker. The option is vested with respect to 595,929 of the underlying shares of Class B Common Stock and will vest with respect to an additional 114,601 of such shares on December 31, 2017. In light of the Founders' Agreement (defined in Footnote 3), Steven M. Taslitz may be deemed to indirectly beneficially own a portion of these options.
- (3) Pursuant to an agreement (the "Founders' Agreement") among Messrs. Becker and Taslitz, R. Christopher Hoehn-Saric and one other founder of Sterling (the "Sterling Founders"), the Sterling Founders share equally, on a net after-tax basis, in certain equity securities they receive in connection with services rendered by any of them to certain entities, including the Issuer. Each Sterling Founder controls the voting and disposition of the securities allocable to such Sterling Founder.
- (4) Represents an option to purchase shares of Class B Common Stock issued to Mr. Becker. In light of the Founders' Agreement, Mr. Taslitz may be deemed to indirectly beneficially own a portion of these options.
- (5) Represents Class B Common Stock held directly by Mr. Becker. In light of the Founders' Agreement, Mr. Taslitz may be deemed to indirectly beneficially own a portion of these shares of Class B Common Stock in the Issuer.
- (6) Represents shares of Class B Common Stock held by Sterling Fund Management, LLC ("SFM"). Messrs. Becker, Taslitz and Hoehn-Saric are the managers of SFM.
- (7) Represents shares of Class B Common Stock held directly by Wengen Alberta, Limited Partnership ("Wengen"), whose general partner is Wengen Investments Limited ("Wengen GP"). Certain investors, including, but not limited to, certain investment funds and other persons affiliated with or managed by SFM (including the Reporting Persons), Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, Bregal Investments, Inc., StepStone Group LP and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. Certain Wengen Investors (including the Reporting Persons) have

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designated representatives who serve on the board of directors of Wengen GP.

- (8) Each of Messrs. Becker and Taslitz serves as a designated representative of the Reporting Persons on the board of directors of the Issuer pursuant to a securityholders agreement. As of January 31, 2017, John A. Miller also serves as a designated representative of the Reporting Persons on the board of directors of the Issuer. Mr. Miller's service as such will terminate upon the consummation of the initial public offering of Class A Common Stock of the Issuer.
- (9) Mr. Taslitz may be deemed to indirectly beneficially own these shares of Class B Common Stock in the Issuer by virtue of his direct limited partnership interest in Wengen.
- (10) Represents shares of Class B Common Stock in the Issuer that Mr. Becker may be deemed to indirectly beneficially own by virtue of his direct limited partnership interest in Wengen. In light of the Founders' Agreement, Mr. Taslitz may be deemed to indirectly beneficially own a portion of these shares of Class B Common Stock in the Issuer.
- (11) Represents shares of Class B Common Stock in the Issuer that Sterling Laureate, LP may be deemed to indirectly beneficially own by virtue of its limited partnership interests in Wengen. SP-L Management III, LLC is the general partner Sterling Laureate, LP, and SP-L Parent, LLC ("SP-L Parent") is the general partner of SP-L Management III, LLC. Messrs. Becker, Taslitz and Hoehn-Saric are the managers of SP-L Parent.
- (12) Represents shares of Class B Common Stock in the Issuer that Sterling Laureate Executives Fund, LP may be deemed to indirectly beneficially own by virtue of its limited partnership interests in Wengen. SP-L Management IV, LLC is the general partner of Sterling Laureate Executives Fund, LP, and SP-L Parent is the general partner of SP-L Management IV, LLC. Messrs. Becker, Taslitz and Hoehn-Saric are the managers of SP-L Parent.
- (13) Sterling Laureate Rollover, LP may be deemed to indirectly beneficially own these shares of Class B Common Stock in the Issuer by virtue of its limited partnership interests in Wengen. SP-L Management V, LLC is the general partner of Sterling Laureate Rollover, LP, and SP-L Parent is the general partner of SP-L Management V, LLC. Messrs. Becker, Taslitz and Hoehn-Saric are the managers of SP-L Parent.
- (14) Mr. Taslitz is one of the managers (along with Messrs. Becker and Hoehn-Saric) of the general partner of investment vehicles that may be deemed to indirectly beneficially own these shares of Class B Common Stock in the Issuer by virtue of their limited partnership interests in Wengen (the "Co-Investor Vehicles"). The Co-Investor Vehicles hold such limited partnership interests on behalf of persons that are not affiliated with SFM or any of its affiliates, and Messrs. Becker and Taslitz do not represent the Co-Investor Vehicles on the board of directors of the Issuer.
- (15) Represents shares of Class B Common Stock in the Issuer that SP-L Affiliate, LLC ("SP-L Affiliate") may be deemed to indirectly beneficially own by virtue of its limited partnership interest in Wengen. Messrs. Becker, Taslitz and Hoehn-Saric are the managers of SP-L Affiliate.
- (16) Represents shares of Class B Common Stock in the Issuer that Sterling Capital Partners II, L.P. ("SCP II LP") may be deemed to indirectly beneficially own by virtue of its limited partnership interest in Wengen. SC Partners II, L.P. is the sole general partner of SCP II LP, and Sterling Capital Partners II, LLC ("SCP II LLC") is the sole general partner of SC Partners II, L.P. Messrs. Becker, Taslitz and Hoehn-Saric are the managers of SP II LLC.
- (17) Represents shares of Class B Common Stock in the Issuer that Sterling Capital Partners III, L.P. ("SCP III LP") may be deemed to indirectly beneficially own by virtue of its limited partnership interest in Wengen. SC Partners III, L.P. is the sole general partner of SCP III LP, and Sterling Capital Partners III, LLC ("SCP III LLC") is the sole general partner of SC Partners III, L.P. Messrs. Becker, Taslitz and Hoehn-Saric are the managers of SP III LLC.
- (18) KJT 2013 Gift Trust ("KJT") may be deemed to indirectly beneficially own these shares of Class B Common Stock in the Issuer by virtue of its limited partnership interest in Wengen. Mr. Taslitz is the sole trustee of KJT, with sole voting and dispositive power over the securities held by KJT, and, along with his adult children, is a beneficiary of KJT.
- (19) 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 any of the Reporting Persons is 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 by such Reporting Person of any securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

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Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

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.