

Broker Neel
Form 4
April 03, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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. Name and Address of Reporting Person *
Broker Neel

2. Issuer Name and Ticker or Trading Symbol
LAUREATE EDUCATION, INC.
[LAUR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
650 S. EXETER STREET, 12TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO EMEAA

(Street)
BALTIMORE, MD 21202

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	03/30/2018		A	1,323 (1)	\$ 0 7,789	D	

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

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SEC 1474 (9-02)

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. Transaction Code (Instr. 8)	5. Number of 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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.44	03/30/2018		A	2,758	(2) 10/02/2023	Class B Common Stock	2,758

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Broker Neel 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202			CEO EMEAA	

Signatures

/s/ Sean P. Mulcahy,
Attorney-in-Fact

04/03/2018

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).

- Represents the net issuance of shares in connection with the vesting of 2,182 Performance Share Units originally awarded pursuant to a Performance Share Units Notice dated October 2, 2013, the terms of which provide that 2,182 PSUs granted thereunder shall vest upon satisfaction of the performance goals set forth therein for fiscal year 2017. Upon their vesting, the PSUs granted pursuant to the October 2013 award were originally issueable as shares of Class B Common Stock of the Company. The reporting person has previously provided
- (1) a standing instruction to convert the issueable Class B Shares to Class A Shares upon their issuance. Shares of Class B Common Stock of the Company are convertible to shares of Class A Common Stock upon the written election of the shareholder and otherwise in accordance with the Company's charter. In connection with the PSUs' vesting, 859 shares were withheld to satisfy the reporting person's withholding tax obligations. This amount was determined based upon the closing price on the date immediately prior to the vesting date of \$13.75/per share of Class A Common Stock as traded on the NASDAQ Stock Exchange.
- (2) These options are fully vested and exercisable immediately.

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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