

Dallas H James  
Form 4  
August 03, 2018

**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*  
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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dallas H James

2. Issuer Name **and** Ticker or Trading  
Symbol  
CAPELLA EDUCATION CO  
[CPLA]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
225 SOUTH 6TH STREET, 9TH  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2018

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)  
MINNEAPOLIS, MN 55402

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. 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)
			Code	V	Amount	(A) or (D)	Price (1) (2)
Common Stock	08/01/2018		D		6,651	D	0

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Dallas H James - Form 4

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Dallas H James  
225 SOUTH 6TH STREET, 9TH FLOOR    X  
MINNEAPOLIS, MN 55402

## Signatures

/s/ Kelly Jacobus, Attorney-in-Fact for H. James  
Dallas

08/03/2018

\_\_Signature of Reporting Person

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).

(1) Each share of common stock of Capella Education Company ("Capella") reported as disposed of herein was cancelled and converted into the right to receive 0.875 shares of Strategic Education, Inc. (the "Exchange Ratio") at the effective time of the merger pursuant to that certain Agreement and Plan of Merger, dated as of October 29, 2017, by and among Strayer Education, Inc. (which was renamed "Strategic Education, Inc." on August 1, 2018), Capella and Sarg Sub Inc. ("Merger Sub"), whereby the parties thereto effected the merger of Capella into Merger Sub to become a wholly owned subsidiary of Strayer Education, Inc. (the "Merger"). No additional consideration was received in connection with the disposition of such securities.

(2) Includes 1,054 deferred stock units to be settled in Capella common stock. The deferred stock units were fully vested prior to the closing of the Merger. Pursuant to the Merger Agreement, each deferred stock unit was disposed of in exchange for a number of deferred stock units to be settled in common stock of Strategic Education, Inc. based on the Exchange Ratio. The deferred stock units will be subject to substantially the same terms and conditions of the Capella deferred stock units. No additional consideration was received in connection with the disposition of such securities.

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.