Bridgepoint Education Inc Form 4/A September 11, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Sheng Rodney T. Issuer Symbol Bridgepoint Education Inc [BPI] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title . _ Other (specify 13500 EVENING CREEK DRIVE 09/11/2012 below) NORTH, SUITE 600 EVP, Chief Admin. Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 09/13/2012 Form filed by More than One Reporting Person

SAN DIEGO, CA 92128

(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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	09/11/2012		Code M(1)	V	Amount 62,429	(A) or (D)	Price \$ 0.315	Transaction(s) (Instr. 3 and 4) 62,429	D		
Common Stock	09/11/2012		F(1)		30,063	D	\$ 11.38	32,366	D		
Common Stock	09/11/2012		G	V	32,366 (3)	D	\$0	0	D		
Common Stock	09/11/2012		G	V	32,366 (3)	A	\$0	166,628	I	By Trust	

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

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Edgar Filing: Bridgepoint Education Inc - Form 4/A

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)

Γ

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

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc Expiration D (Month/Day/	ate	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
Stock Option (right to buy)	\$ 0.315	09/11/2012		M	62,429	(2)	04/01/2014	Common Stock	62,429

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sheng Rodney T. 13500 EVENING CREEK DRIVE NORTH SUITE 600 SAN DIEGO, CA 92128

EVP, Chief Admin. Officer

Signatures

/s/ Diane L. Thompson, as Attorney-in-Fact 09/11/2013

**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).

The share issuance reported on Table I (indicated by transaction code M) reflects shares issued upon the exercise of employee stock options granted on April 14, 2009, which, if unexercised, would expire on April 1, 2014. The option exercises are reported on Table II.

- (1) The exercises were pursuant to a net issuance program adopted by the issuer's board of directors to allow for exercise of the options prior to their expiration. Upon exercise of an option pursuant to the program, the issuer retains shares sufficient in value to cover the aggregate option exercise price and applicable withholding taxes. The withheld shares are indicated by transaction code F on Table I. No shares are sold into the market in connection with option exercises pursuant to the net issuance program.
- (2) Immediately exercisable.

Reporting Owners 2

Edgar Filing: Bridgepoint Education Inc - Form 4/A

- (3) This amendment is being filed to correctly report a contribution by the reporting person of 32,366 shares to a trust of which the reporting person is a trustee and in which the reporting person has a pecuniary interest.
- (4) Shares held indirectly by the reporting person in the name of the Sheng Family Trust, dated 9/21/2006, of which the reporting person is a trustee and in which the reporting person has a pecuniary interest.

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.