

Bridgepoint Education Inc  
 Form 4/A  
 September 11, 2013

**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 \*  
 Sheng Rodney T.

(Last) (First) (Middle)  
 13500 EVENING CREEK DRIVE  
 NORTH, SUITE 600  
 (Street)

SAN DIEGO, CA 92128

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Bridgepoint Education Inc [BPI]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/11/2012

4. If Amendment, Date Original Filed(Month/Day/Year)  
 09/13/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP, Chief Admin. Officer

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V or (D)	Amount or Price		
Common Stock	09/11/2012		M <sup>(1)</sup>	A	\$ 62,429 0.315	D	
Common Stock	09/11/2012		F <sup>(1)</sup>	D	\$ 30,063 11.38	D	
Common Stock	09/11/2012		G	V	32,366 (3)	D	
Common Stock	09/11/2012		G	V	32,366 (3)	A	\$ 0 166,628
						I	By Trust (4)

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



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- (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.