Craig Ryan Form 4 August 17, 2018

FORM 4

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

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

Section 16.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Craig Ryan

2. Issuer Name and Ticker or Trading Symbol

Bridgepoint Education Inc [BPI]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(Middle)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Check all applicable)

8620 SPECTRUM CENTER BLVD.

(First)

(Street)

08/16/2018

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

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

SAN DIEGO, CA 92123

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi nn(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	08/16/2018		M(1)	5,330	A	\$ 10.5	20,831	D	
Common Stock	08/16/2018		F(1)	4,192	D	\$ 13.35	16,639	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. Transactic Code (Instr. 8)	5. Number out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 10.5	08/16/2018		M	5,330	<u>(2)</u>	04/14/2019	Common Stock	5,330

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
Craig Ryan 8620 SPECTRUM CENTER BLVD. SAN DIEGO, CA 92123	X					

Signatures

/s/ Diane L. Thompson, as
Attorney-in-Fact
08/17/2018

**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).

The share issuance reported on Table I (indicated by transaction code M) reflects shares issued upon the exercise of a non-qualified stock option granted on April 14, 2009, which, if unexercised, would expire on April 14, 2019. The option exercise is reported on Table II. The exercise was 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. The withheld charge are indicated by transaction code F on Table I. No shares are sold into the market in connection

- 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. 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.

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.

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