

LAUREATE EDUCATION, INC.
 Form 3/A
 March 02, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â BECKER DOUGLAS L</p> <p>(Last) (First) (Middle)</p> <p>C/O STERLING PARTNERS,Â 650 S. EXETER STREET, #1100</p> <p>(Street)</p> <p>BALTIMORE,Â MDÂ 21202</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/31/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LAUREATE EDUCATION, INC. [LAUR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Founder, Chairman and CEO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/02/2017</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|---|---|---|---|--|

Edgar Filing: LAUREATE EDUCATION, INC. - Form 3/A

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|-----------------------------|---------------|------------|----------------------------|-----------|--------------|----------------------------------|---------------------------------------|
| Stock Option (Right to Buy) | Â (1)(2) | 10/02/2023 | Class B Common Stock | 710,530 | \$ 23.2 (1) | D | Â |
| Stock Option (Right to Buy) | 06/17/2018(1) | 10/25/2026 | Class B Common Stock | 114,790 | \$ 23.26 (1) | D | Â |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 68,427 | \$ (1) | D | Â |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 13,889 | \$ (1) | I | See Footnotes (3) (12) |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 1,101 | \$ (1) | I | See Footnotes (4) (5) (6) (12) |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 2,202,188 | \$ (1) | I | See Footnotes (4) (5) (7) (12) |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 1,056 | \$ (1) | I | See Footnotes (4) (5) (8) (9) (12) |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 1,104 | \$ (1) | I | See Footnotes (4) (5) (10) (12) |
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 1,101 | \$ (1) | I | See Footnotes (4) (5) (11) (12) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BECKER DOUGLAS L C/O STERLING PARTNERS 650 S. EXETER STREET, #1100 BALTIMORE, Â MDÂ 21202 | Â X | Â X | Â Founder, Chairman and CEO | Â |
| Irrevocable BBHT II IDGT C/O STERLING PARTNERS 650 S. EXETER STREET, #1100 BALTIMORE, Â MDÂ 21202 | Â X | Â X | Â | Â |
| | Â X | Â X | Â | Â |

DLB Irrevocable Telecom Trust u/a/d/ 1/3/05
 C/O STERLING PARTNERS
 650 S. EXETER STREET, #1100
 BALTIMORE, MD 21202

Signatures

/s/ M. Avi Epstein, attorney-in-fact
 for Douglas L. Becker 03/02/2017
 **Signature of Reporting Person Date

/s/ M. Avi Epstein, attorney-in-fact
 for The Irrevocable BBHT II IDGT 03/02/2017
 **Signature of Reporting Person Date

/s/ M. Avi Epstein, attorney-in-fact
 for DLB Irrevocable Telecom Trust 03/02/2017
 u/a/d/ 1/3/05
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Issuer") is convertible into one share of Class A Common Stock of the Issuer upon the election of the holder or upon transfer, subject to the terms of the Issuer's Amended and Restated Certificate of Incorporation.
 - (2) Represents an option to purchase shares of Class B Common Stock issued to Douglas L. Becker. The option is vested with respect to 595,929 of the underlying shares of Class B Common Stock and will vest with respect to an additional 114,601 of such shares on December 31, 2017.
 - (3) Represents shares of Class B Common Stock held by Sterling Fund Management, LLC ("SFM"). Mr. Becker, Steven M. Taslitz and R. Christopher Hoehn-Saric are the managers of SFM.
 - (4) Represents shares of Class B Common Stock held directly by Wengen Alberta, Limited Partnership ("Wengen"), whose general partner is Wengen Investments Limited ("Wengen GP"). Certain investors, including, but not limited to, certain investment funds and other persons affiliated with or managed by SFM (including the Reporting Persons), Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, Bregal Investments, Inc., StepStone Group LP and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. Certain Wengen Investors (including the Reporting Persons) have designated representatives who serve on the board of directors of Wengen GP.
 - (5) Mr. Taslitz serves as a designated representative of the Reporting Persons on the board of directors of the Issuer pursuant to a securityholders agreement. As of January 31, 2017, John A. Miller also served as a designated representative of the Reporting Persons on the board of directors of the Issuer. Mr. Miller's service as such terminated upon the consummation of the initial public offering of Class A Common Stock of the Issuer on February 6, 2017.
 - (6) Mr. Becker may be deemed to indirectly beneficially own these shares of Class B Common Stock in the Issuer by virtue of his direct limited partnership interest in Wengen.
 - (7) Represents shares of Class B Common Stock in the Issuer that SP-L Affiliate, LLC ("SP-L Affiliate") may be deemed to indirectly beneficially own by virtue of its limited partnership interest in Wengen. Messrs. Becker, Taslitz and Hoehn-Saric are the managers of SP-L Affiliate.
 - (8) Represents shares of Class B Common Stock in the Issuer that Mr. Taslitz may be deemed to beneficially own by virtue of his direct limited partnership interest in Wengen. Pursuant to an agreement (the "Founders' Agreement") among Messrs. Becker, Taslitz and Hoehn-Saric and one other founder of Sterling (the "Sterling Founders"), the Sterling Founders share equally, on a net after-tax basis, in certain equity securities they receive in connection with services rendered by any of them to certain entities, including the Issuer. Each Sterling Founder controls the voting and disposition of the securities allocable to such Sterling Founder.
 - (9) In light of the Founders' Agreement, Mr. Becker may be deemed to indirectly beneficially own a portion of these shares of Class B Common Stock in the Issuer.

Edgar Filing: LAUREATE EDUCATION, INC. - Form 3/A

- The Irrevocable BBHT II IDGT (the "BBHT Trust") may be deemed to indirectly beneficially own these shares of Class B Common
- (10) Stock in the Issuer by virtue of its limited partnership interest in Wengen. Mr. Becker is not a trustee of the BBHT Trust, and he disclaims beneficial ownership over the shares that may be deemed to be beneficially owned by the BBHT Trust.
- DLB Irrevocable Telecom Trust u/a/d/ 1/3/05 (the "DLB Trust") may be deemed to indirectly beneficially own these shares of Class B
- (11) Common Stock in the Issuer by virtue of its limited partnership interest in Wengen. Mr. Becker is not a trustee of the DLB Trust, and he disclaims beneficial ownership over the shares that may be deemed to be owned by the DLB Trust.
- Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. This filing shall not be deemed an admission that any of the Reporting Persons is subject to Section
- (12) 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by such Reporting Person of any securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise.

Â

Remarks:

ExhibitÂ List:Â ExhibitÂ 99

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.