

LAUREATE EDUCATION, INC.

Form 3/A

February 23, 2017

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated 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)

1. Name and Address of Reporting
Person *

Â SPG GP, LLC

(Last)

(First)

(Middle)

667 MADISON
AVENUE,Â 18TH FLOOR

(Street)

NEW YORK,Â NYÂ 10065

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/31/2017

3. Issuer Name **and** Ticker or Trading Symbol

LAUREATE EDUCATION, INC. [LAUR]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director

____ Officer

(give title below)

____ 10% Owner

____ Other

(specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

01/31/2017

6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person_X_ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)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)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	3,837	\$ <u>(1)</u>	I	See Footnotes <u>(2)</u> <u>(3)</u>
Class B Common Stock	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	3,552,293	\$ <u>(1)</u>	I	See Footnotes <u>(3)</u> <u>(4)</u> <u>(5)</u>
Convertible Redeemable Preferred Stock, Series A	Â <u>(6)(7)</u>	Â <u>(6)(7)</u>	Class A Common Stock	1,260,504 <u>(8)</u>	\$ 11.9 <u>(8)</u>	I	See Footnote <u>(3)</u> <u>(9)</u>
Units in Deferred Compensation Plan	Â <u>(1)</u>	Â <u>(1)</u>	Class A Common Stock	2,819	\$ <u>(1)</u>	I	See Footnote <u>(10)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPG GP, LLC 667 MADISON AVENUE 18TH FLOOR NEW YORK, NY 10065	Â	Â	Â	Â
SPG Co-Investment, L.P. 667 MADISON AVENUE 18TH FLOOR NEW YORK, NY 10065	Â	Â	Â	Â
Snow Phipps Group (Offshore), L.P. 667 MADISON AVENUE 18TH FLOOR NEW YORK, NY 10065	Â	Â	Â	Â
Snow Phipps Group (RPV), L.P. 667 MADISON AVENUE 18TH FLOOR NEW YORK, NY 10065	Â	Â	Â	Â
Snow Phipps Group, LLC 667 MADISON AVENUE 18TH FLOOR NEW YORK, NY 10065	Â	Â	Â	Â
Snow Phipps Group, L.P. 667 MADISON AVENUE 18TH FLOOR NEW YORK, NY 10065	Â	Â	Â	Â
Snow Phipps Group (B), L.P. 667 MADISON AVENUE	Â	Â	Â	Â

18TH FLOOR
NEW YORK, NY 10065

Snow Ian Kendell
667 MADISON AVENUE
18TH FLOOR
NEW YORK, NY 10021

^ ^ ^ ^

Signatures

/s/ SPG GP, LLC 02/23/2017
_Signature of Reporting Person Date

/s/ SPG Co-Investment, L.P. 02/23/2017
_Signature of Reporting Person Date

/s/ Snow Phipps Group (Offshore), L.P. 02/23/2017
_Signature of Reporting Person Date

/s/ Snow Phipps Group (RPV), L.P. 02/23/2017
_Signature of Reporting Person Date

/s/ Snow Phipps Group, LLC 02/23/2017
_Signature of Reporting Person Date

/s/ Snow Phipps Group, L.P. 02/23/2017
_Signature of Reporting Person Date

/s/ Snow Phipps Group (B), L.P. 02/23/2017
_Signature of Reporting Person Date

/s/ Ian Kendell Snow 02/23/2017
_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 ("Class A Common Stock") 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 3,837 shares of Class B Common Stock held directly by Snow Phipps Group, LLC, the investment manager of Snow Phipps Group (Offshore), L.P., Snow Phipps Group (B), L.P., Snow Phipps Group, L.P., Snow Phipps Group (RPV), L.P., and SPG Co-Investment, L.P.
- (3) The Reporting Persons disclaim beneficial ownership of the securities to the extent it exceeds their pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 of the Exchange Act or otherwise. The amount shown represents the beneficial ownership held by each of the Reporting Persons as a group. Solely for purposes of Section 16 of the Exchange Act, SPG GP, LLC, Snow Phipps Group (Offshore), L.P., Snow Phipps Group (B), L.P., Snow Phipps Group, L.P., Snow Phipps Group (RPV), L.P., and SPG Co-Investment, L.P. are deemed directors-by-deputization. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
- (4) Shares of Class B Common Stock are held directly by Wengen Alberta, Limited Partnership ("Wengen"). Wengen Investments Limited ("Wengen GP") is the general partner of Wengen. Certain investors, including, but not limited to, certain investment funds and other persons affiliated with or managed by Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, Bregal

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Investments, Inc., StepStone Group LP, Sterling Fund Management, LLC and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. The Reporting Persons and certain of the other Wengen Investors have designated representatives who serve as the members of the board of directors of Wengen GP.

- (5) SPG GP, LLC is the general partner of Snow Phipps Group (Offshore), L.P., Snow Phipps Group (B), L.P., Snow Phipps Group, L.P., Snow Phipps Group (RPV), L.P., and SPG Co-Investment, L.P. (collectively with SPG GP, LLC, the "Reporting Persons"). The Reporting Persons may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests held in Wengen. Represents the beneficial ownership of the Class B Common Stock as follows: (i) Snow Phipps Group, L.P. holds 3,231,081 shares, (ii) SPG Co-Investment, L.P. holds 17,483 shares, (iii) Snow Phipps Group (B), L.P. holds 31,040 shares, (iv) Snow Phipps Group (Offshore), L.P. holds 104,434 shares, and (v) Snow Phipps Group (RPV), L.P. holds 168,255 shares.

- (6) The Convertible Redeemable Preferred Stock, Series A (the "Series A Preferred Stock") is convertible into Class A Common Stock (i) at the election of the holder upon the closing of a sale of the Issuer or Wengen or when Wengen ceases to control the Issuer (an "Exit Event") or (ii) by the Issuer or the holder at any time after the initial public offering of the Issuer ("IPO") commencing on the earlier to occur of one day following the first anniversary of the IPO and the time immediately prior to the effectiveness of a registration statement filed in connection with certain offerings following the IPO and shall be automatically converted into shares of Class A Common Stock to the extent outstanding on the date that is one day following the first anniversary of the IPO, subject to an extension of such period in certain circumstances, in each case, subject to all the terms and conditions as set forth in the Certificate of Designations of the Series A Preferred Stock.

- (7) The Series A Preferred Stock is redeemable at the option of the Issuer, provided that the 30 day trailing price per share of the Class A Common Stock is at or below 85% of the price per share of the Class A Common Stock in the IPO, or, following the fifth anniversary of the issue date, at the request of the holder, in each case, at a redemption price per share equal to 115% of the sum of the \$1,000 issue amount per share plus any accrued and unpaid dividends and subject to all other terms and conditions as set forth in the Certificate of Designations of the Series A Preferred Stock.

- (8) Each share of Series A Preferred Stock is convertible into a number of shares of Class A Common stock equal to the \$1,000 issue amount per share plus any accrued and unpaid dividends divided by a conversion price that is the lesser of \$11.90 per share or 0.85 multiplied by the 30 day trailing price per share of the Class A Common Stock prior to the conversion date, provided that in no case shall the conversion price be less than \$10.50, or, in connection with an Exit Event, into a number of shares of Class A Common Stock equal to the \$1,000 issue amount per share plus any accrued and unpaid dividends divided by a conversion price equal to 0.85 multiplied by the implied equity value per share of Class A Common Stock at the closing of such transaction, in each case, subject to all other terms and conditions as set forth in the Certificate of Designations of the Series A Preferred Stock.

- (9) Represents the beneficial ownership of the Series A Preferred Stock as follows: (i) Snow Phipps Group, L.P. holds 1,148,739 shares, (ii) SPG Co-Investment, L.P. holds 3,782 shares, (iii) Snow Phipps Group (B), L.P. holds 11,036 shares, (iv) Snow Phipps Group (Offshore), L.P. holds 37,129 shares, and (v) Snow Phipps Group (RPV), L.P. holds 59,819 shares.

- (10) Represents shares of Class B Common Stock of the Issuer payable under the Issuer's Deferred Compensation Plan upon Ian Snow's retirement from the Issuer's board of directors. The shares were granted to Mr. Snow in his capacity as a director of the Issuer. Snow Phipps Group, LLC, Snow Phipps Group (Offshore), L.P., Snow Phipps Group (B), L.P., Snow Phipps Group, L.P., and Snow Phipps Group (RPV), L.P. beneficially own such shares indirectly as a result of contractual arrangements with Mr. Snow. Mr. Snow disclaims beneficial ownership of the securities to the extent it exceeds his pecuniary interest therein and the inclusion of the securities in this report shall not be deemed to be an admission of beneficial ownership of the reported securities for the purposes of Section 16 of the Exchange Act or otherwise.

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Remarks:

ExhibitÂ 99.1Â -Â JointÂ FilerÂ Information,Â incorporatedÂ hereinÂ byÂ reference.Â ThisÂ amendmentÂ isÂ filedÂ sole

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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