

LAUREATE EDUCATION, INC.
Form SC 13E3/A
August 17, 2007

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

SCHEDULE 13E-3

**RULE 13e-3 TRANSACTION STATEMENT
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)
(Amendment No. 5)**

LAUREATE EDUCATION, INC.

(Name of the Issuer)

**Laureate Education, Inc.
Douglas L. Becker
R. Christopher Hoehn-Saric
Steven M. Taslitz
Eric D. Becker
Sterling Capital Partners II, L.P.
KKR 2006 Limited
L Curve Sub Inc.
Wengen Alberta, Limited Partnership
Bregal Europe Co-Investment L.P.
Citigroup Private Equity LP
S.A.C. Capital Management, LLC
Snow, Phipps & Guggenheim, LLC
Sterling Laureate, LP
Sterling Laureate Executives Fund, LP
Sterling Laureate Rollover, LP
Sterling Capital Partners III, L.P.**

(Name of Person(s) Filing Statements)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

518613104

(CUSIP Number of Class of Securities)

**Robert W. Zentz, Esq.
Senior Vice President and General Counsel
Laureate Education, Inc.
1001 Fleet Street
Baltimore, Maryland 21202
(410) 843-8043**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Person(s) Filing Statement)

Copies to:

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425 Lexington Avenue
New York, NY 10017
(212) 455-2000

This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Calculation of Filing Fee

| Transaction Valuation* | Amount of Filing Fee** |
|------------------------|------------------------|
| \$3,418,956,652 | \$104,962 |

* The transaction value was determined based upon the sum of (a) \$62.00 per share of 52,030,187 shares of the Company's Common Stock, (b) \$60.50 per share of 166,000 shares of the Company's Common Stock underlying performance share units and (c) \$62.00 minus the weighted average exercise price of \$24.57 per share underlying options to purchase 4,890,250 shares of the Company's Common Stock, all with an exercise price of less than \$62.00.

** The filing fee, calculated in accordance with Exchange Act Rule 0-11(c)(1), was calculated by multiplying the transaction value by 0.0000307.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$106,438
Form or Registration No.: Schedule TO-T
Filing Party: L Curve Sub Inc., M Curve Sub Inc. and other filers.
Date Filed: June 8, 2007

Note: Pursuant to Rule 0-11(a)(2), the amount of filing fee is offset by (a) an amount of \$102,439 that was previously paid in connection with the Preliminary Schedule 14A filed on March 16, 2007 and (b) an amount of \$3,999 that was previously paid in connection with the Schedule TO-T filed on June 8, 2007.

INTRODUCTION

This Amendment No. 5 (the "Final Amendment") to the Rule 13e-3 Transaction Statement on Schedule 13E-3, together with the exhibits thereto (as amended, the "Transaction Statement") is being filed with the Securities and Exchange Commission (the "SEC") by (i) Laureate Education, Inc., a Maryland corporation ("Laureate" or the "Company"), the issuer of the common stock that is subject to the Rule 13e-3 transaction and (ii) the individuals and other entities listed on the cover page of this Transaction Statement (collectively, the "Filing Persons").

The Transaction Statement relates to the Amended and Restated Agreement and Plan of Merger, dated as of June 3, 2007, by and among Wengen Alberta, Limited Partnership, an Alberta limited partnership ("Parent"), L Curve Sub Inc. ("L Curve"), a Maryland corporation and a direct subsidiary of Parent, and the Company (the "Merger Agreement"). The Merger Agreement provides that in accordance with the Maryland General Corporation Law, L Curve will be merged with and into Laureate.

As permitted by General Instruction F to the Schedule 13e-3, the information set forth in the Transaction Statement, as amended by this Final Amendment, including all appendices, schedules, exhibits, and annexes hereto and thereto, is hereby expressly incorporated by reference herein in response to Items 1 through 15 of the Transaction Statement. You should read this Final Amendment together with the Transaction Statement. All information contained in the Transaction Statement concerning the Filing Persons has been provided by such Filing Persons and not by any other Filing Person.

Item 15. Additional Information.

Item 15(b) is hereby amended and supplemented as follows:

On August 17, 2007 Laureate and L Curve filed Articles of Merger with the State Department of Assessments and Taxation of the state of Maryland, pursuant to which L Curve was merged with and into Laureate. As a result of the merger, Laureate will continue as the surviving corporation and will be a direct subsidiary of Parent. Each issued and outstanding share of Laureate common stock (other than shares that were canceled pursuant to the Merger Agreement or will otherwise remain outstanding pursuant to the terms of the Merger Agreement) were converted into the right to receive \$62.00 in cash less any applicable withholding taxes.

As a result of the merger, Laureate common stock ceased to trade on NASDAQ as of the close of trading on August 17, 2007 and became eligible for delisting from NASDAQ and termination of registration pursuant to Rule 12g-4 promulgated under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). Accordingly, on August 17, 2007, Laureate filed a Certification and Notice of Termination of Registration on Form 15 with the Securities and Exchange Commission in order to deregister its common stock under the Exchange Act.

The full text of the press release announcing the completion of the merger is filed as Exhibit (a)(5)(B) hereto and is incorporated herein by reference.

Item 16. Exhibits.

Item 16 of the Transaction Statement is hereby amended and supplemented by adding the following exhibit thereto:

| Exhibit No. | Description |
|--------------------|--|
| (a)(5)(B) | Press release announcing the completion of the merger of L Curve Sub Inc. into Laureate Education, Inc. dated August 17, 2007. |

SIGNATURES

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated August 17, 2007

LAUREATE EDUCATION, INC.

By: /s/ Robert W. Zentz

Name: Robert W. Zentz

Title: Senior Vice President and General Counsel

DOUGLAS L. BECKER

 /s/ Douglas L. Becker

R. CHRISTOPHER HOEHN-SARIC

 /s/ R. Christopher Hoehn-Saric

STEVEN M. TASLITZ

 /s/ Steven M. Taslitz

ERIC D. BECKER

 /s/ Eric D. Becker

STERLING CAPITAL PARTNERS II, L.P.

By: SC Partners II, L.P., its general partner

By: Sterling Capital Partners II, LLC, its general partner

By: /s/ Steven M. Taslitz

Name: Steven M. Taslitz

Title: Senior Managing Director

KKR 2006 LIMITED

By: /s/ Henry R. Kravis

Name: Henry R. Kravis

Title: Director

L CURVE SUB INC.

By: /s/ Jonathan Smidt

Name: Jonathan Smidt

Title: Vice President and Secretary

WENGEN ALBERTA, LIMITED PARTNERSHIP

By: Wengen Investments Limited, its general partner

By: /s/ Jonathan Smidt

Name: Jonathan Smidt

Title: Director

BREGAL EUROPE CO-INVESTMENT L.P.

By: Bregal General Partner Jersey Limited, its general partner

By: /s/ Paul A. Bradshaw

Name: Paul A. Bradshaw

Title: Director

CITIGROUP PRIVATE EQUITY LP

By: /s/ Todd E. Benson

Name: Todd E. Benson

Title: Authorized Signatory

S.A.C. CAPITAL MANAGEMENT, LLC

By: /s/ Peter Nussbaum

Name: Peter Nussbaum

Title: Authorized Signatory

SNOW, PHIPPS & GUGGENHEIM, LLC

By: /s/ Ian K. Snow

Name: Ian K. Snow

Title: Authorized Signatory

STERLING LAUREATE, LP

By: /s/ Tom D. Wippman

Name: Tom D. Wippman

Title: Authorized Signatory

STERLING LAUREATE EXECUTIVES FUND, LP

By: /s/ Tom D. Wippman

Name: Tom D. Wippman

Title: Authorized Signatory

STERLING LAUREATE ROLLOVER, LP

By: /s/ Tom D. Wippman

Name: Tom D. Wippman

Title: Authorized Signatory

STERLING CAPITAL PARTNERS III, L.P.

By: SC Partners III, L.P., its general partner

By: Sterling Capital Partners III, LLC, its general partner

By: /s/ Steven M. Taslitz

Name: Steven M. Taslitz

Title: Senior Managing Director

Exhibit Index

- (a)(1) Solicitation/Recommendation Statement on Schedule 14D-9, as amended, filed with the Securities and Exchange Commission (the "SEC") on June 8, 2007 and incorporated herein by reference herein*
 - (a)(2) Letter to Stockholders of Laureate Education, Inc., dated June 8, 2007 and incorporated herein by reference to the Schedule 14D-9 filed with the SEC on June 8, 2007*
 - (a)(3) Press release issued by the Company on June 4, 2007 and incorporated herein by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed with the SEC on June 4, 2007*
 - (a)(4) Offer to Purchase dated as of June 8, 2007 and incorporated herein by reference to Exhibit (a)(1)(A) of the Schedule TO filed by Laureate Education, Inc. with the SEC on June 8, 2007 (the "Schedule TO")*
 - (a)(5) Letter of Transmittal, incorporated herein by reference to Exhibit (a)(1)(B) of the Schedule TO*
 - (a)(5)(A) Press Release announcing the expiration of the subsequent offering period and completion of the tender offer dated July 19, 2007 incorporated by reference to Exhibit (a)(5)(F) of Amendment No. 5 to the Schedule TO of L Curve Sub Inc. and M Curve Sub Inc., and the other parties thereto filed with the SEC on July 19, 2007.
 - (a)(5)(B) Press release announcing the completion of the merger of L Curve Sub Inc. into Laureate Education, Inc., dated August 17, 2007.
 - (a)(6) Notice of Guaranteed Delivery, incorporated herein by reference to Exhibit (a)(1)(C) of the Schedule TO*
 - (a)(7) Letter from Dealer Manager to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, incorporated herein by reference to Exhibit (a)(1)(D) of the Schedule TO*
 - (a)(8) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, incorporated herein by reference to Exhibit (a)(1)(E) of the Schedule TO*
 - (a)(9) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9, incorporated herein by reference to Exhibit (a)(1)(F) of the Schedule TO*
 - (a)(10) Summary Advertisement as published on June 8, 2007, incorporated herein by reference to Exhibit (a)(1)(G) of the Schedule TO*
 - (a)(11) Tender Offer Instruction Form, incorporated herein by reference to Exhibit (a)(1)(H) of the Schedule TO*
 - (a)(12) Notice to Participants in the Laureate Education, Inc. 401(k) Retirement Savings Plan, incorporated herein by reference to Exhibit (a)(5)(A) of the Schedule TO*
 - (a)(13) Frequently Asked Questions ("FAQ") Regarding the Tender Offer for Laureate Education, Inc. Shares Credited to 401(k) Plan Accounts, incorporated herein by reference to Exhibit (a)(5)(B) of the Schedule TO*
 - (a)(14) Press release announcing completion of the Offer and commencement of the subsequent offering period dated July 9, 2007, incorporated herein by reference to Exhibit (a)(5)(E) of the Schedule TO*
 - (a)(15) Letter to Stockholders of Laureate Education, Inc., incorporated herein by reference to the Information Statement on Schedule 14C filed by Laureate Education, Inc. with the SEC on July 13, 2007 (as amended, the "Information Statement")*
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- (a)(16) Notice of Special Meeting of the Stockholders of Laureate Education, Inc., incorporated herein by reference to the Information Statement*
 - (a)(17) Information Statement, incorporated herein by reference to the Information Statement*
 - (b)(1) Debt Commitment Letter, dated as of June 3, 2007, among L Curve Sub Inc., and Goldman Sachs Credit Partners L.P., Citigroup Global Markets Inc., Credit Suisse, Cayman Islands Branch, Credit Suisse Securities (USA) LLC, JPMorgan Chase Bank, N.A. and J.P. Morgan Securities Inc., incorporated herein by reference to Exhibit (b)(1) of the Schedule TO*
 - (c)(1) Fairness Opinion of Morgan Stanley & Co. dated January 28, 2007, incorporated herein by reference to Exhibit (c)(1) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007 dated January 28, 2007*
 - (c)(2) Fairness Opinion of Merrill Lynch, Pierce, Fenner & Smith dated January 28, 2007 incorporated herein by reference to Exhibit (c)(2) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007*
 - (c)(3) Presentation of Morgan Stanley & Co. dated January 28, 2007 incorporated herein by reference to Exhibit (c)(3) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007*
 - (c)(4) Presentation of Merrill Lynch, Pierce, Fenner & Smith dated January 28, 2007 incorporated herein by reference to Exhibit (c)(4) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007*
 - (c)(5) Fairness Opinion of Morgan Stanley & Co., dated June 2, 2007, incorporated herein by reference to Exhibit (c)(5) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007*
 - (c)(6) Fairness Opinion of Merrill Lynch, Pierce, Fenner & Smith, dated June 2, 2007, incorporated herein by reference to Exhibit (c)(6) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007*
 - (c)(7) Presentation of Morgan Stanley & Co. Incorporated herein to the Special Committee of the Board of Directors of Laureate Education, Inc., dated June 2, 2007 incorporated herein by reference to Exhibit (c)(7) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007*
 - (c)(8) Presentation of Merrill Lynch, Pierce, Fenner & Smith Incorporated herein to the Special Committee of the Board of Directors of Laureate Education, Inc., dated June 2, 2007 incorporated herein by reference to Exhibit (c)(8) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007*
 - (d)(1) Amended and Restated Agreement and Plan of Merger, dated June 3, 2007, by and among Laureate Education, Inc., Wengen Alberta, Limited Partnership and L Curve Sub Inc. (incorporated herein by reference to the Company's Current Report on Form 8-K filed with the SEC on June 4, 2007)*
 - (d)(2) Rollover Letter, dated June 3, 2007, between Douglas L. Becker and Wengen Alberta, Limited Partnership incorporated herein by reference to Exhibit (d)(2) of the Schedule TO*
 - (d)(3) Amended and Restated Interim Investors Agreement, dated June 3, 2007, by and between Wengen Alberta, Limited Partnership and the parties listed on the signature pages thereto incorporated herein by reference to Exhibit (d)(3) of the Schedule TO*
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- (d)(4) Voting Agreement, dated June 3, 2007, by and among Wengen Alberta, Limited Partnership, Douglas Becker, Steven Taslitz, Jill Becker, Eric Becker, R. Christopher Hoehn-Saric, John Miller, Bruce Goldman, Rick Elfman, Therese Wareham, KJT Gift Trust, Merrick Elfman Gift Trust, LGG Gift Trust, Goldman Family Gift Trust, The Irrevocable BBHT II IDGT and Irrevocable Grantor Retained Annuity Trust No. 11 incorporated herein by reference to Exhibit (d)(4) of the Schedule TO)*
 - (d)(5) Rollover Letter, dated June 3, 2007, between The Irrevocable BBHT II IDGT and Wengen Alberta, Limited Partnership incorporated herein by reference to Exhibit (d)(5) of the Schedule TO*
 - (d)(6) Rollover Letter, dated June 3, 2007, between Irrevocable Grantor Retained Annuity Trust No. 11 and Wengen Alberta, Limited Partnership incorporated herein by reference to Exhibit (d)(6) of the Schedule TO*
 - (d)(7) Rollover Letter, dated June 3, 2007, between KJT Gift Trust and Wengen Alberta, Limited Partnership incorporated herein by reference to Exhibit (d)(7) of the Schedule TO*
 - (d)(8) Rollover Letter, dated June 3, 2007, between Steven Taslitz and Wengen Alberta, Limited Partnership incorporated herein by reference to Exhibit (d)(8) of the Schedule TO*
 - (d)(9) Commitment letter dated June 3, 2007, among R. Christopher Hoehn-Saric, Eric Becker, Jill Becker and Wengen Alberta, Limited Partnership incorporated herein by reference to Exhibit (d)(9) of the Schedule TO*
 - (d)(10) Form of Tender incorporated herein by reference to Exhibit (d)(10) of the Schedule TO*
 - (d)(11) Tender Agreement, dated as of June 3, 2007, by and between Wengen Alberta, Limited Partnership and Ackerman-Walden Limited Partnership incorporated herein by reference to Exhibit (d)(11) of the Schedule TO*
 - (d)(12) Rollover Letter, dated June 3, 2007, between Sterling Laureate Rollover, LP and Wengen Alberta, Limited Partnership incorporated herein by reference to Exhibit (d)(12) to the Schedule TO*
 - (d)(13) Amendment No. 1 to the Voting Agreement, dated July 3, 2007, by and among Wengen Alberta, Limited Partnership, Douglas Becker, Steven Taslitz, Jill Becker, Eric Becker, R. Christopher Hoehn-Saric, John Miller, Bruce Goldman, Rick Elfman, Therese Wareham, KJT Gift Trust, Merrick Elfman Gift Trust, LGG Gift Trust, Goldman Family Gift Trust, The Irrevocable BBHT II IDGT and Irrevocable Grantor Retained Annuity Trust No. 11 incorporated herein by reference to the Information Statement*
 - (e)(1) Form of Retention Agreement between Laureate Education, Inc. and the Executive party thereto incorporated herein by reference to Exhibit (e)(1) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007*
 - (e)(2) Confidentiality and Non-Disclosure Agreement dated August 17, 2006 between Laureate Education, Inc. and Sterling Capital Partners II incorporated herein by reference to Exhibit (e)(2) on the Schedule 13E-3 filed with the SEC by Laureate Education, Inc. on June 8, 2007 dated January 28, 2007*
 - (f) None
 - (g) None
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*
Previously filed

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