

LAUREATE EDUCATION, INC.

Form 3

January 31, 2017

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

OMB APPROVAL

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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 Berckemeyer Ricardo M.
 (Last) (First) (Middle)

650 SOUTH EXETER STREET, Â 12TH FLOOR

(Street)

BALTIMORE, Â MD Â 21202

(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 ___ 10% Owner

Officer ___ Other

(give title below) (specify below)

Chief Executive Officer, LatAm

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

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 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)

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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 Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. 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 (1)	Â (1)	Class A Common Stock	42,072	\$ 0 (1)	D	Â
Employee Stock Option (right to buy)	Â (2)	10/02/2017	Class B Common Stock (1)	402,500	\$ 18.36	D	Â
Employee Stock Option (right to buy)	Â (3)	10/02/2023	Class B Common Stock (1)	183,036	\$ 23.2	D	Â
Employee Stock Option (right to buy)	Â (4)	10/02/2023	Class B Common Stock (1)	73,213	\$ 23.2	D	Â
Performance Share Units	Â (5)	Â (5)	Class B Common Stock (1)	23,160	\$ (5)	D	Â
Performance Share Units	Â (6)	Â (6)	Class B Common Stock (1)	8,642	\$ (6)	D	Â
Restricted Stock Units	06/17/2018	Â (7)	Class B Common Stock (1)	21,607	\$ (7)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berckemeyer Ricardo M. 650 SOUTH EXETER STREET 12TH FLOOR BALTIMORE, MD 21202	Â	Â	Â Chief Executive Officer, LatAm	Â

Signatures

/s/ Sean P. Mulcahy,
Attorney-in-Fact

01/31/2017

**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).

Each share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Company") is convertible into one (1) share of Class A Common Stock of the Company ("Class A Common Stock") upon the election of the holder or upon transfer, subject to the terms of the Company's Amended and Restated Certificate of Incorporation.

(2) All of these options are exercisable immediately.

(3)

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146,429 of these options are exercisable immediately. Subject to the reporting person's continued employment, 20% will become exercisable on December 31, 2017.

- (4) 43,928 of these options are exercisable immediately. Subject to the reporting person's continued employment, (A) 20% will become exercisable if the Company achieves the applicable equity value target determined pursuant to the Company's 2013 Long-Term Incentive Plan (the "Equity Value Target" and the "2013 Plan", respectively) with respect to fiscal year 2016; and (B) 20% will become exercisable if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.

- (5) Each Performance Share Unit ("PSU") represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) one-half (1/2) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016, and (B) one-half (1/2) will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.

- (6) Each PSU represents the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) 50% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2016 based on the Company's audited financials for 2016 and 2017, and (B) 50% will vest if the Company achieves the applicable Equity Value Target with respect to fiscal year 2017.

- (7) Subject to the reporting person's continued employment, on June 17, 2018 all of these Restricted Stock Units will vest and the reporting person will be issued a corresponding number of shares of Class B Common Stock.

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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