Berckemeyer Ricardo M.
Form 4
January 03, 2019

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Berckemeyer Ricardo M.

(Last) (First) (Middle)

650 S. EXETER STREET, 12TH FLOOR

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LAUREATE EDUCATION, INC. [LAUR]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/31/2018		M		10,417	A	(1)	86,043	D	
Class A Common Stock	12/31/2018		F(2)		4,828	D	$ 14.82	81,215	D	
Class A Common Stock	12/31/2018		F(3)		5,667	D	$ 14.82	75,548	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

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. Transaction Code (Instr. 8)		5. Number of 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)		8. D Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	12/31/2018		M			10,417	(4)	(4)	Class A Common Stock	10,417	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berckemeyer Ricardo M. 650 S. EXETER STREET, 12TH FLOOR BALTIMORE, MD 21202			President & COO	

Signatures

/s/ Sean P. Mulcahy, Attorney-in-Fact	01/03/2019
**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).

(1) Upon vesting, Restricted Stock Units convert into Class A Common Stock on a one-for-one basis, for no additional cash consideration

(2) Shares withheld from vesting of Restricted Stock Units originally granted on June 14, 2017 in satisfaction of tax obligations based on closing price of $14.82 on December 28, 2018 of the Company's Class A Common Stock as traded on the NASDAQ stock exchange.

(3) Shares withheld from vesting of Restricted Stock Units originally granted on March 7, 2018 (having been previously reported as shares of Class A Common Stock on the reporting person's Form 4 filed on March 9, 2018) in satisfaction of tax obligations based on closing price of $14.82 on December 28, 2018 of the Company's Class A Common Stock as traded on the NASDAQ stock exchange. These RSUs are vesting in three equal annual installments on each of December 31, 2018, December 31, 2019, and December 31, 2020, subject to the reporting person's continued employment with the Company.

(4)

On June 14, 2017, the reporting person was granted 31,250 restricted stock units, vesting without payment of cash consideration in one-third annual installments on each of December 31, 2017, December 31, 2018, and December 31, 2019, subject to the reporting person's continued employment by Laureate Education, Inc.

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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