

Berckemeyer Ricardo M.
 Form 4
 January 03, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 650 S. EXETER STREET, 12TH FLOOR
 (Street)

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

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

BALTIMORE, MD 21202

(City) (State) (Zip)

4. 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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 12/31/2018 | | M | | 10,417 | A | \$ 14.82 |
| Class A Common Stock | 12/31/2018 | | F(2) | | 4,828 | D | \$ 14.82 |
| Class A Common Stock | 12/31/2018 | | F(3) | | 5,667 | D | \$ 14.82 |

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

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(9-02)

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. 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.
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.
- (3)
- (4)

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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. 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.