

LAUREATE EDUCATION, INC.
Form POS AM
May 24, 2017

As filed with the Securities and Exchange Commission on May 24, 2017

Registration File No. 333-207243

Registration File No. 333-215845

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

to

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Laureate Education, Inc.

(Exact name of registrant as specified in its charter)

Delaware

8200

52-1492296

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(State or Other Jurisdiction of
Incorporation or Organization)

(Primary Standard Industrial
Classification Code Number)

(I.R.S. Employer
Identification No.)

**650 S. Exeter Street
Baltimore, Maryland 21202
(410) 843-6100**

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

**Robert W. Zentz, Esq.
Senior Vice President, Secretary and General Counsel
Laureate Education, Inc.
650 S. Exeter Street
Baltimore, Maryland 21202
(410) 843-6100**

(Name, address, including zip code, and telephone number, including
area code, of agent for service)

Copies to:

**Robert W. Smith, Jr., Esq.
Michael J. Stein, Esq.
DLA Piper LLP (US)
6225 Smith Avenue
Baltimore, MD 21209
(410) 580-3000**

Approximate date of commencement of proposed sale to the public: Not applicable. This Post-Effective Amendment is being filed to deregister all of the unsold securities previously registered under the Registration Statements.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 on Form S-1 (Amendment) is being filed to deregister the unissued shares of Class A common stock, par value \$0.004 per share (the Class A common stock), of Laureate Education, Inc. (the Company), that were initially registered by the Company on (i) the Registration Statement on Form S-1 (Registration No. 333-207243), originally filed by the Company with the Securities and Exchange Commission (the SEC) on October 2, 2015 (as amended by Amendment No. 1 filed on November 20, 2015, Amendment No. 2 filed on December 23, 2015, Amendment No. 3 filed on May 20, 2016, Amendment No. 4 filed on December 15, 2016, Amendment No. 5 filed on January 10, 2017, Amendment No. 6 filed on January 18, 2017 and Amendment No. 7 filed on January 31, 2017) and declared effective on January 31, 2017 (the Initial Form S-1) and (ii) the Registration Statement on Form S-1MEF (Registration No. 333-215845), originally filed by the Company with the SEC on January 31, 2017 (the Form S-1MEF , and together with the Initial Form S-1, the Form S-1). The Form S-1 pertains to the registration of 40,400,000 shares of the Company s Class A common stock. As of the date of this Amendment, 5,400,000 shares of Class A common stock are unissued pursuant to the Form S-1.

The offering described in the Form S-1 has terminated. Accordingly, the Company is filing this Amendment to deregister all such securities of the Company registered under the Registration Statement that remain unissued as of the effective date of this Amendment.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baltimore, State of Maryland, on May 24, 2017.

LAUREATE EDUCATION, INC.

By: /s/ Eilif Serck-Hanssen
 Name: Eilif Serck-Hanssen
 Title: President, Chief Administrative Officer and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on May 24, 2017.

| SIGNATURE | TITLE | DATE |
|------------------------|--|--------------|
| * Douglas L. Becker | Chairman and Chief Executive Officer and Director (Principal Executive Officer) | May 24, 2017 |
| Eilif Serck-Hanssen | President, Chief Administrative Officer and Chief Financial Officer (Principal Financial Officer) | May 24, 2017 |
| * Tal Darmon | Senior Vice President, Chief Accounting Officer and Global Controller (Principal Accounting Officer) | May 24, 2017 |
| * Brian F. Carroll | Director | May 24, 2017 |
| * Andrew B. Cohen | Director | May 24, 2017 |
| Pedro del Corro | Director | |
| William L. Cornog | Director | |
| * George Muñoz | Director | May 24, 2017 |
| * Judith Rodin | Director | May 24, 2017 |
| * Ian K. Snow | Director | May 24, 2017 |
| * | Director | May 24, 2017 |

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Steven M. Taslitz

*
Quentin Van Doosselaere

Director

May 24, 2017

*
Robert B. Zoellick

Director

May 24, 2017

Kenneth W. Freeman

Director

Michael J. Durham

Director

*By:

/s/ Eilif Serck-Hanssen
Eilif Serck-Hanssen
Attorney-in-Fact