

INTERPUBLIC GROUP OF COMPANIES, INC.  
Form SC 13G/A  
February 09, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

The Interpublic Group of Companies, Incorporated  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

460690100  
(CUSIP Number)

December 30, 2005  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP: 460690100

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- 1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Capital Group International, Inc.  
95-4154357
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
- 3 SEC USE ONLY (b)
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California
- 5 SOLE VOTING POWER  
6,971,430
- 6 SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:  
NONE
- 7 SOLE DISPOSITIVE POWER  
8,485,030
- 8 SHARED DISPOSITIVE POWER  
NONE
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,485,030 Beneficial ownership disclaimed pursuant to Rule 13d-4
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
2.0%

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Schedule 13G  
Under the Securities Exchange Act of 1934

Amendment No. 3

Item 1(a) Name of Issuer:

The Interpublic Group of Companies, Incorporated

Item 1(b) Address of Issuer's Principal Executive Offices:

1114 Avenue of the Americas  
New York, New York 10036

Item 2(a) Name of Person(s) Filing:

Capital Group International, Inc.

Item 2(b) Address of Principal Business Office or, if none,  
Residence:

11100 Santa Monica Blvd.  
Los Angeles, CA 90025

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

460690100

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)  
or 240.13d-2(b) or (c), check whether the person filing is a:

(d)  Investment company registered under section 8  
of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(g)  A parent holding company or control person in  
accordance with section 240.13d-1(b) (1) (ii) (G).

Item 4 Ownership

Provide the following information regarding the aggregate  
number and percentage of the class of securities of the issuer  
identified in Item 1.

See page 2

(a) Amount beneficially owned:

(b) Percent of class:

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- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote:
  - (ii) Shared power to vote or to direct the vote:
  - (iii) Sole power to dispose or to direct the disposition of:
  - (iv) Shared power to dispose or to direct the disposition of:

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Capital Group International, Inc. ("CGII") is the parent holding company of a group of investment management companies that hold investment power and, in some cases, voting power over the securities reported in this Schedule 13G. The investment management companies, which include a "bank" as defined in Section 3(a)(6) of the Securities Exchange Act of 1934 (the "Act") and several investment advisers registered under Section 203 of the Investment Advisers Act of 1940, provide investment advisory and management services for their respective clients which include registered investment companies and institutional accounts. CGII does not have investment power or voting power over any of the securities reported herein. However, by virtue of Rule 13d-3 under the Act, CGII may be deemed to "beneficially own" 8,485,030 shares or 2.0% of the 430,940,990 shares of Common Stock believed to be outstanding.

Shares reported by Capital Group International, Inc., include 414,990 shares resulting from the assumed conversion of 136,700 shares of 5.375% Convertible Preferred Series A Stock due 12/15/2006.

- Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]
- Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A
- Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.
  - 1. Capital Guardian Trust Company is a bank as defined in Section 3(a)(6) of the Act and an investment adviser registered under Section 203 of the Investment Adviser Act of 1940, and a wholly owned subsidiary of Capital Group International, Inc.
  - 2. Capital International Limited (CIL) does not fall within any of the categories described in Rule 13d-1(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CIL is a wholly owned subsidiary of Capital Group International, Inc.

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3. Capital International S.A. (CISA) does not fall within any of the categories described in Rule 13d-1(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CISA is a wholly owned subsidiary of Capital Group International, Inc.

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4. Capital International Research and Management, Inc. dba Capital International, Inc. is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940 and is a wholly owned subsidiary of Capital Group International, Inc.

Item 8 Identification and Classification of Members of the Group:  
N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 3, 2006

Signature: \*David I. Fisher  
Name/Title: David I. Fisher, Chairman  
Capital Group International, Inc.

\*By /s/ Kristine Nishiyama  
Kristine Nishiyama  
Attorney-in-fact

Signed pursuant to a Power of Attorney dated January 30, 2003 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Group International, Inc. on February 10, 2003 with respect to Acclaim Entertainment Inc

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

3394875 \*\*see Note 1\*\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

N/A

11. Percent of Class Represented by Amount in Row (9)

5.43%

12. Type of Reporting Person (See Instructions)

IA

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Item 1.

- (a) Name of Issuer

HARTE-HANKS INC

- (b) Address of Issuer's Principal Executive Offices

200 Concord Plaza Dr Ste 800, San Antonio, TX 78216-6942

Item 2.

- (a) Name of Person Filing

Dimensional Fund Advisors LP

- (b) Address of Principal Business Office, or if none, Residence

Building One

6300 Bee Cave Road

Austin, Texas, 78746

- (c) Citizenship

Delaware Limited Partnership

- (d) Title of Class of Securities

Common Stock

- (e) CUSIP Number

416196103

Item 3. If this statement is filed pursuant to Sec. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with Sec. 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Sec. 240.13d-1(b)(1)(ii)(G);

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- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution in accordance with Sec. 240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

3394875 \*\*see Note 1\*\*

- (b) Percent of class:

5.43%



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(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

3297979 \*\*see Note 1\*\*

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

3394875 \*\*see Note 1\*\*

(iv) Shared power to dispose or to direct the disposition of:

0

**\*\* Note 1 \*\*** Dimensional Fund Advisors LP, an investment adviser registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (such investment companies, trusts and accounts, collectively referred to as the Funds ). In certain cases, subsidiaries of Dimensional Fund Advisors LP may act as an adviser or sub-adviser to certain Funds. In its role as investment adviser, sub-adviser and/or manager, Dimensional Fund Advisors LP or its subsidiaries (collectively,

Dimensional ) may possess voting and/or investment power over the securities of the Issuer that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

The Funds described in Note 1 above have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the securities held in their respective accounts. To the knowledge of Dimensional, the interest of any one such Fund does not exceed 5% of the class of securities. Dimensional Fund Advisors LP disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Sec. 240.14a-11.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIMENSIONAL FUND ADVISORS LP

February 9, 2018

\_\_\_\_\_  
Date

By: Dimensional Holdings Inc., General Partner

/s/ Christopher Crossan

\_\_\_\_\_  
Signature

Global Chief Compliance Officer

\_\_\_\_\_  
Title

.Opt;">Apollo Centre Street Partnership, L.P.

592,960

\*

592,960

Apollo Zeus Strategic Investments, L.P.

319,227

\*

319,227

Credit Opportunity Trading Fund III, L.P.

2,696,544

2.95

%

2,696,544

AP Investment Europe III, L.P.

179,318

\*

179,318

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Apollo Hercules Partners, L.P.

241,992

\*

241,992

Apollo Union Street Partners, L.P.

176,001

\*

176,001

Apollo Thunder Partners, L.P.

201,660

\*

201,660

Apollo Kings Alley Credit Fund, L.P.

201,776

\*

201,776

Apollo Lincoln Private Credit, L.P.

196,750

\*

196,750

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Apollo A-N Credit Fund (Delaware), L.P.

212,818

\*

212,818

Apollo Tower Credit Fund, L.P.

511,606

\*

511,606

Apollo Special Situations Fund, L.P.

5,744,824

6.28

15

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%

5,744,824

RK Gold (Cayman) Holdings, L.P.

4,342,544

4.75

%

4,342,544

Abraaj Platinum Holding, L.P.

11,444,548

12.52

%

11,444,548



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KKR 2006 Fund (Overseas), Limited Partnership (5)(6)

8,902,112

(5)(6)

9.74

%(5)(6)

5,369,375

3,532,737

(5)(6)

3.86

%(5)(6)

KKR Partners II (International), Limited Partnership (5)(7)

97,496

(5)(7)

\*

(5)(7)

58,805

(5)(7)

38,691

\*

(5)(7)

Snow, Phipps Group, L.P.(5)(8)

1,240,556

(5)(8)

1.36

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%(5)(8)

1,236,719

3,837

(5)(8)

\*

(5)(8)

S.P.G. Co-Investment, L.P. (5)(9)

7,908

(5)(9)

\*

(5)(9)

4,071

3,837

(5)(9)

\*

(5)(9)

Snow, Phipps Group (B), L.P. (5)(10)

15,717

(5)(10)

\*

(5)(10)

11,880

3,837

(5)(10)

\*

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(5)(10)

Snow, Phipps Group (Offshore), L.P. (5)(11)

43,809

(5)(11)

\*

(5)(11)

39,972

3,837

(5)(11)

\*

(5)(11)

Snow, Phipps Group (RPV), L.P. (5)(12)

68,237

(5)(12)

\*

(5)(12)

64,400

3,837

(5)(12)

\*

(5)(12)

---

\* Less than 1%.

(1) Except as noted in the footnotes below, beneficial ownership of shares of Class A common stock reported in the table includes shares of our Class A common stock and shares of our Class B common stock (which are convertible to shares of our Class A common stock), as a single class. The Class B common

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stock is convertible into shares of Class A common stock on a share-for-share basis upon the election of the holder or upon transfer, subject to the terms of our amended and restated certificate of incorporation. The Class A common stock and Class B common stock will automatically convert into a single class of common stock on the date on which the number of outstanding shares of Class B common stock represents less than 15% of the aggregate combined number of outstanding shares of Class A common stock and Class B common stock.

(2) The percentages of shares of Class A common stock beneficially owned prior to the offering are based upon the aggregate of (a) 55,275,228 shares of our Class A common stock outstanding as of April 20, 2018, and (b) 36,142,759 shares of our Class

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A common stock issued in connection with the conversion of all of the issued and outstanding shares of our Series A Convertible Redeemable Preferred Stock on April 23, 2018.

(3) Holders of shares of our Class A common stock are entitled to one vote per share and holders of shares of our Class B common stock are entitled to ten votes per share. Holders of shares of our Class A common stock and Class B common stock vote together as a single class on all matters (including the election of directors) submitted to a vote of stockholders, except as otherwise provided in our amended and restated certificate of incorporation. There were 132,430,872 shares of our Class B common stock outstanding as of April 20, 2018. The percentages of shares of Class A common stock beneficially owned prior to the offering and the percentages of shares of Class A common stock beneficially owned after the offering reflect the percentage of the number of shares of Class A common stock outstanding and is not indicative of the percentage of voting power of such shares of Class A common stock.

(4) The selling stockholders identified herein may offer and sell all or part of their shares of our Class A common stock covered by this prospectus, but no estimates can be made as to the amount of shares of our Class A common stock that will be held by such selling stockholders after the completion of this offering. The number of shares and percentages of beneficial ownership after the offering are based upon the number of shares of our Class A common stock issued and outstanding immediately after the consummation of this offering, assuming that the selling stockholders identified herein sell all of their shares of our Class A common stock pursuant to this prospectus.

(5) Wengen Alberta, Limited Partnership, an Alberta limited partnership ( Wengen ), holds 126,189,616 shares of Class B common stock and is our controlling stockholder. The limited partnership interests in Wengen are held by certain investors including investment funds and other investors affiliated with or managed by, among other persons, Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, KKR ), and Snow Phipps Group, LLC (together with its affiliates, Snow Phipps and, with certain of the other investors in Wengen, collectively, the Wengen Investors ). The general partner of Wengen is Wengen Investments Limited, which is governed by a board of directors composed of, among other persons, representatives of KKR, and Snow Phipps. As a result of such representation, the Wengen Investors control the voting of the shares of Class B common stock held by Wengen in the election of certain directors and may be deemed to share beneficial ownership over the securities beneficially owned by Wengen; however, such shares of Class B common stock held by Wengen over which the Wengen Investors may be deemed to share beneficial ownership are not reported in the table for such Wengen Investors.

(6) KKR 2006 Fund (Overseas), Limited Partnership holds limited partnership interests in Wengen, which relate to approximately 22,889,952 underlying shares of our Class B common stock held by Wengen, and may also be deemed to have voting and investment power over such portion of the Class B common stock owned by Wengen as a result of its ability to direct Wengen with respect to certain voting and disposition of such securities; however, such shares of Class B common stock held by Wengen over which KKR 2006 Fund (Overseas), Limited Partnership may be deemed to share beneficial ownership are not reported in the table for it. KKR Associates 2006 (Overseas), Limited Partnership is the general partner of KKR 2006 Fund (Overseas), Limited Partnership. KKR 2006 Limited is the general partner of KKR Associates 2006 (Overseas), Limited Partnership. KKR Fund Holdings L.P. is the sole shareholder of KKR 2006 Limited. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC. In such capacities, each of the entities and individuals referenced in this paragraph may also be deemed to be the beneficial owners having shared voting power and shared investment power with respect to the securities as described above.

(7) KKR Partners II (International), L.P. holds limited partnership interests in Wengen, which relate to approximately 952,623 underlying shares of Class B common stock held by Wengen, and may also be deemed to have voting and investment power over such portion of the Class B common stock owned by Wengen as a result of its ability to direct Wengen with respect to certain voting and disposition of such securities; however, such shares of Class B common stock held by Wengen over which KKR Partners II (International), L.P. may be deemed to share beneficial ownership are not reported in the table for it. KKR PI-II GP Limited is the general partner of KKR Partners II (International), L.P. Messrs. Henry R. Kravis and George R. Roberts may also be deemed to be the beneficial owners having shared voting power and shared investment power with respect to the securities as described above.

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(8) Includes 3,837 shares of Class B common stock held by Snow Phipps Group, LLC. Snow Phipps Group, L.P. holds limited partnership interests in Wengen, which relate to approximately 3,231,081 underlying shares of Class B common stock held by Wengen, and may also be deemed to have voting and investment power over such portion of the Class B common stock owned by Wengen as a result of its ability to direct Wengen with respect to certain voting and disposition of such securities; however, such shares of Class B common stock held by Wengen over which Snow Phipps Group, L.P. may be deemed to share beneficial ownership are not reported in the table for it. SPG GP, LLC is the general partner of Snow Phipps Group (Offshore), L.P., Snow Phipps Group (B), L.P., Snow Phipps Group, L.P., Snow Phipps Group (RPV), L.P., and SPG Co-Investment, L.P. Ian Snow is the sole managing member of SGP GP, LLC. In such capacities, each of the entities and the individual referenced in this paragraph may also be deemed to be the beneficial owners having shared voting power and shared investment power with respect to the securities as described above.

(9) Includes 3,837 shares of Class B common stock held by Snow Phipps Group, LLC. SPG Co-Investment, L.P. holds limited partnership interests in Wengen which relate to approximately 17,483 underlying shares of Class B common stock held by

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Wengen, and may also be deemed to have voting and investment power over such portion of the Class B common stock owned by Wengen as a result of its ability to direct Wengen with respect to certain voting and disposition of such securities; however, such shares of Class B common stock held by Wengen over which SPG Co-Investment, L.P. may be deemed to share beneficial ownership are not reported in the table for it. SPG GP, LLC is the general partner of Snow Phipps Group (Offshore), L.P., Snow Phipps Group (B), L.P., Snow Phipps Group, L.P., Snow Phipps Group (RPV), L.P., and SPG Co-Investment, L.P. Ian Snow is the sole managing member of SGP GP, LLC. In such capacities, each of the entities and the individual referenced in this paragraph may also be deemed to be the beneficial owners having shared voting power and shared investment power with respect to the securities as described above.

(10) Includes 3,837 shares of Class B common stock held by Snow Phipps Group, LLC. Snow Phipps Group (B), L.P. holds limited partnership interests in Wengen which relate to approximately 31,040 underlying shares of Class B common stock held by Wengen, and may also be deemed to have voting and investment power over such portion of the Class B common stock owned by Wengen as a result of its ability to direct Wengen with respect to certain voting and disposition of such securities; however, such shares of Class B common stock held by Wengen over which Snow Phipps Group (B), L.P. may be deemed to share beneficial ownership are not reported in the table for it. SPG GP, LLC is the general partner of Snow Phipps Group (Offshore), L.P., Snow Phipps Group (B), L.P., Snow Phipps Group, L.P., Snow Phipps Group (RPV), L.P., and SPG Co-Investment, L.P. Ian Snow is the sole managing member of SGP GP, LLC. In such capacities, each of the entities and the individual referenced in this paragraph may also be deemed to be the beneficial owners having shared voting power and shared investment power with respect to the securities as described above.

(11) Includes 3,837 shares of Class B common stock held by Snow Phipps Group, LLC. Snow Phipps Group (Offshore), L.P. holds limited partnership interests in Wengen which relate to approximately 104,434 underlying shares of Class B common stock held by Wengen, and may also be deemed to have voting and investment power over such portion of the Class B common stock owned by Wengen as a result of its ability to direct Wengen with respect to certain voting and disposition of such securities; however, such shares of Class B common stock held by Wengen over which Snow Phipps Group (Offshore), L.P. may be deemed to share beneficial ownership are not reported in the table for it. SPG GP, LLC is the general partner of Snow Phipps Group (Offshore), L.P., Snow Phipps Group (B), L.P., Snow Phipps Group, L.P., Snow Phipps Group (RPV), L.P., and SPG Co-Investment, L.P. Ian Snow is the sole managing member of SGP GP, LLC. In such capacities, each of the entities and the individual referenced in this paragraph may also be deemed to be the beneficial owners having shared voting power and shared investment power with respect to the securities as described above.

(12) Includes 3,837 shares of Class B common stock held by Snow Phipps Group, LLC. Snow Phipps Group (RPV), L.P. holds limited partnership interests in Wengen which relate to approximately 168,255 underlying shares of Class B common stock held by Wengen, and may also be deemed to have voting and investment power over such portion of the Class B common stock owned by Wengen as a result of its ability to direct Wengen with respect to certain voting and disposition of such securities; however, such shares of Class B common stock held by Wengen over which Snow Phipps Group (RPV), L.P. may be deemed to share beneficial ownership are not reported in the table for it. SPG GP, LLC is the general partner of Snow Phipps Group (Offshore), L.P., Snow Phipps Group (B), L.P., Snow Phipps Group, L.P., Snow Phipps Group (RPV), L.P., and SPG Co-Investment, L.P. Ian Snow is the sole managing member of SGP GP, LLC. In such capacities, each of the entities and the individual referenced in this paragraph may also be deemed to be the beneficial owners having shared voting power and shared investment power with respect to the securities as described above.

Information regarding the beneficial ownership of shares of our Class A common stock by any additional selling stockholder, the number of shares of our Class A common stock being offered by such selling stockholder and the number of shares of our Class A common stock beneficially owned by such selling stockholder after the applicable offering, where applicable, will be set forth in a prospectus supplement or in an amendment to the registration statement of which this prospectus is a part. Each accompanying prospectus supplement or post-effective amendment will also disclose whether any such selling stockholder has held any position or office with, has been employed by or otherwise has had a material relationship with us during the three years prior to the date of such prospectus supplement or post-effective amendment.

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**PLAN OF DISTRIBUTION**

We and/or any selling stockholder may sell the shares of our Class A common stock covered by this prospectus from time to time in one or more offerings. Registration of the shares of our Class A common stock covered by this prospectus does not mean, however, that such shares will necessarily be offered or sold.

We and/or any selling stockholder may sell shares of our Class A common stock by any means permitted by law, including but not limited to the following:

- through one or more underwriters or dealers in a public offering and sale by them, whether individually or through an underwriting syndicate led by one or more managing underwriters;
- in at the market offerings within the meaning of Rule 415(a)(4) under the Securities Act, to or through a market maker or into an existing trading market, on an exchange or otherwise;
- directly to a limited number of purchasers or to a single purchaser;
- through agents;
- purchases by a broker or dealer as principal and resale by such broker or dealer for its own account;
- through a block trade (which may involve crosses) in which the broker or dealer so engaged will attempt to sell the securities as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
- ordinary brokerage transactions and transactions in which the broker solicits purchasers;
- exchange distributions and/or secondary distributions;



- by delayed delivery contracts or by remarketing firms;
- transactions in options, swaps or other derivatives that may or may not be listed on an exchange; or
- through a combination of any of these methods of sale.

We and/or any selling stockholder may sell shares of our Class A common stock from time to time in one or more transactions:

- in negotiated transactions;
- in one or more transactions at a fixed price or prices, which may be changed from time to time;
- at market prices prevailing at the times of sale;
- at prices related to such prevailing market prices; or
- at negotiated prices.

Any of the prices may represent a discount from the prevailing market prices.

We and/or any selling stockholder may sell shares of our Class A common stock:

- on a national securities exchange;
- in the over-the-counter market; or

- in transactions otherwise than on an exchange or in the over-the-counter market, or in combination.

Each accompanying prospectus supplement will state the terms of the offering of shares of our Class A common stock, including:

- the name or names of any underwriters, dealers or agents;
- the purchase price of such shares and the proceeds to be received by us, if any;
- any underwriting discounts or agency fees and other items constituting underwriters or agents compensation;
- any public offering price;

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- any discounts or concessions allowed or reallocated or paid to dealers; and
- any securities exchanges on which such shares may be listed.

If underwriters are used in the sale of any shares of our Class A common stock, such shares will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions described above. Shares of our Class A common stock may be either offered to the public through underwriting syndicates represented by managing underwriters or directly by underwriters. We may use underwriters with whom we have a material relationship. As applicable, we will describe in each accompanying prospectus supplement the name of the underwriter(s) and the nature of any such relationship(s).

If a dealer is used in an offering of securities, the dealer may purchase the securities, as principal. The dealer may then resell the securities to the public at varying prices to be determined by the dealer at the time of sale.

Shares of our Class A common stock may be sold directly or through agents designated from time to time. We will name any agent involved in the offering and sale of such shares and we will describe any commissions paid to the agent in the prospectus supplement. Unless the prospectus supplement states otherwise, the agent will act on a best-efforts basis for the period of its appointment.

Underwriters, dealers and agents may be entitled to indemnification by us against certain civil liabilities, including liabilities under the Securities Act, or to contribution with respect to payments made by the underwriters, dealers or agents, under agreements between us and the underwriters, dealers and agents.

Underwriters who participate in the distribution of shares of our Class A common stock may be granted an option to purchase additional shares of our Class A common stock in connection with the distribution.

Underwriters, dealers or agents may receive compensation in the form of discounts, concessions or commissions from us or our purchasers, as their agents in connection with the sale of securities. These underwriters, dealers or agents may be considered to be underwriters under the Securities Act. As a result, discounts, commissions or profits on resale received by the underwriters, dealers or agents may be treated as underwriting discounts and commissions. Each accompanying prospectus supplement will identify any such underwriter, dealer or agent and describe any compensation received by them from us. Any initial public offering price and any discounts or concessions allowed or re-allowed or paid to dealers may be changed from time to time.

In connection with sales of the shares of our Class A common stock, the selling stockholders may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the shares of common stock in the course of hedging in positions they assume. The selling stockholders may also sell shares of our Class A common stock short and the selling stockholders may deliver shares of Class A common stock covered by this prospectus to close out short positions and to return borrowed shares in connection with such short sales. The selling stockholders may also loan or pledge shares of common stock to broker-dealers that in turn may sell such shares, to the

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extent permitted by applicable law. The selling stockholders may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The selling stockholders may, from time to time, pledge or grant a security interest in some or all of the shares of Class A common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares from time to time pursuant to this prospectus or any amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act, amending, if necessary, the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus. The selling stockholders also may transfer and donate the shares of Class A common stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

The selling stockholders also may resell all or a portion of the shares in open market transactions in reliance upon Rule 144 under the Securities Act of 1933, as amended, or the Securities Act, as permitted by that rule, Section 4(a)(1) under the Securities Act, if available, or any other exemption from the registration requirements that become available, rather than under this prospectus.

Any shares of our Class A common stock sold pursuant to this prospectus or any accompanying prospectus supplement will be listed for trading on The Nasdaq Global Select Market or other principal market for shares of our Class A common stock.

Any underwriter may engage in over-allotment transactions, stabilizing transactions, short-covering transactions and penalty bids in accordance with Regulation M under the Exchange Act.

Underwriters, broker-dealers or agents who may become involved in the sale of shares of our Class A common stock may engage in transactions with, and perform other services for, us in the ordinary course of their business for which they receive compensation.

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**LEGAL MATTERS**

The legality of the issuance of the shares of our Class A common stock being offered hereby will be passed upon for us by DLA Piper LLP (US), Baltimore, Maryland. The legality of the shares of our Class A common stock will be passed upon by counsel for any underwriters, dealers or agents as may be specified in each accompanying prospectus supplement.

**EXPERTS**

The financial statements incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2017 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

**INFORMATION INCORPORATED BY REFERENCE**

The SEC allows us to incorporate by reference into this prospectus the information contained in other documents we file with the SEC, which means that we can disclose important information to you by referring you to those documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this prospectus, to the extent that a statement contained in or omitted from this prospectus, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus. We incorporate by reference the documents listed below which have been filed by us:

1. Our Annual Report on Form 10-K for the year ended December 31, 2017, including portions of our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 13, 2018, relating to our 2018 Annual Meeting of Stockholders to be held on May 23, 2018, to the extent incorporated by reference into such Annual Report on Form 10-K;
2. Our Current Reports on Form 8-K or Form 8-K/A, as applicable, filed with the SEC on January 3, 2018, January 11, 2018, January 16, 2018 (only with respect to Item 8.01 therein), January 18, 2018, January 31, 2018 (only with respect to Item 8.01 therein), February 1, 2018, February 1, 2018, March 8, 2018, March 13, 2018, March 28, 2018 and April 18, 2018; and
3. The description of our Class A common stock contained in our registration statement on Form 8-A filed with the SEC on January 31, 2017.

All documents that we file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, except as to any portion of any report or documents that is not deemed filed under such provisions on or after the date of this prospectus until the earlier of the date on which all of the shares of our Class A common stock registered hereunder have been sold or the registration statement of which this prospectus is a part has been withdrawn, shall be deemed incorporated by reference in this prospectus and to be a part of this prospectus from the date of filing of those documents.

Nothing in this prospectus shall be deemed to incorporate information furnished but not filed with the SEC pursuant to Items 2.02 or 7.01 of Form 8-K.

Upon written or oral request, we will provide without charge to each person, including any beneficial owner, to whom a copy of the prospectus is delivered a copy of the documents incorporated by reference herein (other than exhibits to such documents unless such exhibits are specifically incorporated by reference herein). You may request a copy of these filings, at no cost, by writing or telephoning us at the following address: Laureate Education, Inc., 650 S. Exeter Street, Baltimore, Maryland 21202, (410) 843-6100, Attn: Corporate Secretary. We have not authorized anyone to provide to you any information that differs from that contained in this prospectus. Accordingly, you should not rely on any information that is not contained in this prospectus. You should not assume that the information in this prospectus is accurate as of any date other than the date of the front cover of this prospectus.

#### **WHERE YOU CAN FIND MORE INFORMATION**

We are subject to the informational requirements of the Exchange Act and in accordance therewith file reports, proxy statements and other information with the SEC. All of our filings with the SEC are available free of charge to shareholders and other interested parties through the Investor Relations portion of our website at <http://investors.laureate.net> as soon as reasonably practical after they are filed with the SEC. Information contained on, or accessible through, our website is not, and you must not consider the information to be, a part of this prospectus, any accompanying prospectus supplement or any free writing prospectus or incorporated by reference herein or therein.

All of our filings with the SEC also are available to the public at the SEC's website at <http://www.sec.gov>. You may also read and copy any document that we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

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We have filed with the SEC a Registration Statement on Form S-3 with respect to the shares of our Class A common stock offered hereby. This prospectus does not contain all of the information set forth in such Registration Statement, parts of which are omitted in accordance with the rules and regulations of the SEC. For further information with respect to us and to the shares of our Class A common stock offered hereby, reference is made to such Registration Statement.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.**

The following table sets forth the costs and expenses, other than the underwriting discounts and commissions, payable by the registrant in connection with the issuance and distribution of the shares of our Class A common stock registered hereby. All amounts are estimates except for the SEC registration fee and the FINRA filing fee.

SEC registration fee	\$	64,426*
Printing and engraving expenses		1,200**
Legal fees and expenses		275,000**
Accounting fees and expenses		50,000**
Transfer Agent fees and expenses		7,500**
Miscellaneous expenses		6,374**
<b>Total</b>	<b>\$</b>	<b>404,500**</b>

\* This fee relates to the secondary offering of shares of our Class A common stock by the selling stockholders identified in the prospectus. Any fee in respect of any future offering of shares of our Class A common stock by the Company and/or any other selling stockholder under this registration statement has been deferred in reliance on Rule 456(b) and Rule 457(r).

\*\* The foregoing estimates the expenses that we will incur in connection with the preparation and filing of this registration statement and the offer and sale by the selling stockholders identified in the prospectus of shares of our Class A common stock under this registration statement. Estimated expenses to be incurred in connection with any future offering by the Company and/or any other selling stockholder are not presently known.

**ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.**

Laureate Education, Inc. is incorporated under the laws of the State of Delaware.

Section 102(b)(7) of the DGCL allows a corporation to provide in its certificate of incorporation that a director of the corporation will not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except where the director breached the duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our amended and restated certificate of incorporation provides for this limitation of liability.



Section 145 of the DGCL ( Section 145 ) provides, among other things, that a Delaware corporation may indemnify any person who was, is or is threatened to be made, party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of the State of Delaware or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

Our amended and restated bylaws provide that we must indemnify, and advance expenses to, our directors and officers to the full extent authorized by the DGCL.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would otherwise have the power to indemnify such person under Section 145.

We maintain a general liability insurance policy that covers certain liabilities of directors and officers of our corporation arising out of claims based on acts or omissions in their capacities as directors or officers.

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In any underwriting agreement that we enter into in connection with the sale of shares of our Class A common stock being registered hereby, to be attached hereto as Exhibit 1.1, the underwriters will agree to indemnify, under certain conditions, us, our directors, our officers and persons who control us within the meaning of the Securities Act against certain liabilities.

**ITEM 16. EXHIBITS.**

**Item 16. Exhibits and Financial Statement Schedules.**

The following documents are filed herewith (unless otherwise indicated) and made a part of this registration statement.

Exhibit No.	Exhibit Description	Form	File Number	Exhibit Number	Filing Date
1.1#	Form of Underwriting Agreement				
3.1	<u>Amended and Restated Certificate of Incorporation</u>	S-1/A	333-207243	3.1	01/31/2017
3.2	<u>Amended and Restated Bylaws</u>	S-1/A	333-207243	3.2	01/31/2017
4.1	<u>Form of Class A Common Stock Certificate</u>	S-8	333-217010	4.4	03/29/2017
5.1*	<u>Opinion of DLA Piper LLP (US)</u>				
5.2*	<u>Opinion of DLA Piper LLP (US)</u>				
23.1*	<u>Consent of PricewaterhouseCoopers LLP</u>				
23.2*	<u>Consent of DLA Piper LLP (US) (included in Exhibit 5.1)</u>				
23.3*	<u>Consent of DLA Piper LLP (US) (included in Exhibit 5.2)</u>				
24.1*	<u>Power of Attorney (included on the signature page)</u>				

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\* Filed herewith.

# To be filed, if necessary, subsequent to the effectiveness of this registration statement as an exhibit to a report filed under the Exchange Act to be incorporated by reference herein or to a post-effective amendment hereto, if applicable.

**ITEM 17. UNDERTAKINGS.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

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(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report, pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Baltimore, State of Maryland, on April 23, 2018.

**LAUREATE EDUCATION, INC.**

By: /s/ Eilif Serck-Hanssen  
 Name: Eilif Serck-Hanssen  
 Title: Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Jean-Jacques Charhon, Executive Vice President and Chief Financial Officer, and Victoria Silbey, Senior Vice President, Secretary and Chief Legal Officer, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, with full power of each to act alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ Eilif Serck-Hanssen Eilif Serck-Hanssen	Chief Executive Officer and Director (Principal Executive Officer)	April 23, 2018
/s/ Jean-Jacques Charhon Jean-Jacques Charhon	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 23, 2018
/s/ Tal Darmon Tal Darmon	Chief Accounting Officer, Senior Vice President and Global Corporate Controller (Principal Accounting Officer)	April 23, 2018

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/s/ Douglas L. Becker Douglas L. Becker	Chairman of the Board	April 23, 2018
/s/ Brian F. Carroll Brian F. Carroll	Director	April 23, 2018
/s/ Andrew B. Cohen Andrew B. Cohen	Director	April 23, 2018
/s/ William L. Cornog William L. Cornog	Director	April 23, 2018
/s/ Pedro del Corro Pedro del Corro	Director	April 23, 2018
/s/ Michael J. Durham Michael J. Durham	Director	April 23, 2018
/s/ Kenneth W. Freeman Kenneth W. Freeman	Director	April 23, 2018

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/s/ George Muñoz George Muñoz	Director	April 23, 2018
/s/ Dr. Judith Rodin Dr. Judith Rodin	Director	April 23, 2018
/s/ Ian K. Snow Ian K. Snow	Director	April 23, 2018
/s/ Steven M. Taslitz Steven M. Taslitz	Director	April 23, 2018
/s/ Quentin Van Doosselaere Quentin Van Doosselaere	Director	April 23, 2018

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