

Groenwald Susan
Form 4
August 24, 2017

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 *
Groenwald Susan

2. Issuer Name and Ticker or Trading Symbol
Adtalem Global Education Inc.
[ATGE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3005 HIGHLAND PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Chamberlain

DOWNERS GROVE, IL 60515

(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)	
				(A) or (D)	Price			
Common Stock <u>(1)</u> <u>(2)</u>	08/22/2017		A	V	8,545	\$ 33.95	33,433	D
Common Stock <u>(1)</u> <u>(2)</u>	08/22/2017		F		2,658	\$ 33.95	30,775	D
Common Stock <u>(2)</u> <u>(3)</u>	08/22/2017		A		1,518	\$ 33.95	32,293	D
Common Stock <u>(2)</u> <u>(3)</u>	08/22/2017		F		474	\$ 33.95	31,819	D
Common Stock <u>(4)</u>	08/23/2017		A		4,650	\$ 0	36,469	D

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- (3) Common stock acquired upon lapsing of restrictions of performance-based restricted stock units, known as "Performance Shares" at Adtalem Global Education Inc., granted August 20, 2014.
- (4) The common stock is a restricted stock unit which represents a right to receive one share of common stock for each restricted stock unit. Stock units vest in four equal installments beginning on the anniversary of the transaction date.
- (5) This option vests at 25% per year and will be fully vested at the end of the 4th year. This option was issued in two parts - one as an incentive stock option (ISO), and the other as a non-qualified stock option (NQSO) due to the ISO limitations.

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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