

Broker Neel
Form 3
January 11, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Broker Neel

(Last) (First) (Middle)

650 S. EXETER STREET, ^ 12TH FLOOR

(Street)

BALTIMORE, ^ MD ^ 21202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/01/2018

3. Issuer Name and Ticker or Trading Symbol

LAUREATE EDUCATION, INC. [LAUR]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

Officer Other

(give title below) (specify below)

CEO EMEAA

5. 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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Class A Common Stock

874

D ^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	1,846	\$ (1)	D	Â
Performance Share Units	Â (2)	Â (2)	Class A Common Stock	20,000	\$ (2)	D	Â
Restricted Stock Units	06/17/2018	Â (3)	Class B Common Stock	8,928	\$ (3)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Class B Common Stock	2,897	\$ (4)	D	Â
Employee Stock Option (Right to Buy)	Â (5)	06/01/2021	Class B Common Stock	90,000	\$ 27.04	D	Â
Employee Stock Option (Right to Buy)	Â (5)	10/02/2023	Class B Common Stock	6,897	\$ 17.44	D	Â
Employee Stock Option (Right to Buy)	Â (5)	05/14/2025	Class B Common Stock	9,196	\$ 17.44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Broker Neel 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202	Â	Â	Â CEO EMEAA	Â

Signatures

/s/ Sean P. Mulcahy,
Attorney-in-Fact

01/11/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each share of Class B Common Stock of Laureate Education, Inc. (the "Company") is convertible into one share of Class A Common Stock of the Company upon the election of the holder or upon transfer, subject to the terms of the Company's Amended and Restated Certificate of Incorporation.

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- Subject to the reporting person's continued employment by the Company, Performance Share Units (PSUs) will vest in one-third annual tranches on each of December 31, 2018, December 31, 2019, and December 31, 2020, provided that the average closing price per share of the Company's Class A Common Stock as reported on the NASDAQ Global Select Market over the thirty (30) day period preceding those
- (2) dates is equal to or greater than (i) \$20 for those PSUs vesting on December 31, 2018, (ii) \$22.50 for those PSUs vesting on December 31, 2019, and (iii) \$25 for those PSUs vesting on December 31, 2020. Should the thirty day trailing average fall short of these targets for either December 31, 2018, December 31, 2019, or both, the PSUs for the year(s) in which the target is missed may vest if the trailing average target is achieved in the succeeding year.
 - (3) On the vesting date, the reporting person will be issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, all of these RSUs will vest on June 17, 2018.
Each Restricted Stock Unit the right to receive one share of Class B Common Stock. On the vesting date, the reporting person will be
 - (4) issued a corresponding number of shares of Class B Common Stock. Subject to the reporting person's continued employment, (A) half (1/2) of these RSUs will vest on December 31, 2018, and (B) half (1/2) of these RSUs will vest on December 31, 2019.
 - (5) These options are fully vested and exercisable immediately.

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.