

LAUREATE EDUCATION, INC.
Form 4
March 17, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
COHEN STEVEN A/SAC
CAPITAL MGMT LP

(Last) (First) (Middle)

C/O SAC CAPITAL ADVISORS
L.P., 72 CUMMINGS POINT
ROAD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------|
| | | | Code | V | Amount or Price (A) or (D) | | | | |
| Class A Common Stock | 02/01/2017 | | P | | 120,478 (1) (2) (3) | A | \$ 12.86 120,478 (1) (2) | I | See Footnotes (1) (2) |
| Class A Common Stock | 02/01/2017 | | P | | 168,670 (1) (2) | A | \$ 14 289,148 (1) (2) | I | See Footnotes (1) (2) |
| Class A Common Stock | 02/22/2017 | | P | | 12,048 (1) (2) | A | \$ 13 301,196 (1) (2) | I | See Footnotes (1) (2) |

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| | | | | | | | | |
|-------------------------|------------|---|---------------------------|---|---------------------------|--------------------------------------|---|------------------------------------|
| Class A Common Stock | 03/08/2017 | P | 48,268 <u>(1) (2)</u> | A | \$ 12.86 <u>(5)</u> | 349,464 ⁽¹⁾ <u>(2)</u> | I | See Footnotes <u>(1) (2)</u> |
| Class A Common Stock | 03/09/2017 | P | 181,000 <u>(1) (2)</u> | A | \$ 12.55 <u>(6)</u> | 530,464 ⁽¹⁾ <u>(2)</u> | I | See Footnotes <u>(1) (2)</u> |
| Class A Common Stock | 03/10/2017 | P | 48,267 <u>(1) (2)</u> | A | \$ 12.73 <u>(7)</u> | 578,731 ⁽¹⁾ <u>(2)</u> | I | See Footnotes <u>(1) (2)</u> |
| Class A Common Stock | 03/13/2017 | P | 24,133 <u>(1) (2)</u> | A | \$ 12.97 <u>(8)</u> | 602,864 ⁽¹⁾ <u>(2)</u> | I | See Footnotes <u>(1) (2)</u> |

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

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SEC 1474
(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COHEN STEVEN A/SAC CAPITAL MGMT LP
C/O SAC CAPITAL ADVISORS L.P.
72 CUMMINGS POINT ROAD
STAMFORD, CT 06902

X

Signatures

STEVEN A. COHEN: By: /s/ Kevin J. O'Connor, Authorized
Signatory

03/17/2017

__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) The shares of Common Stock are held directly by Point72 Associates, LLC (the "Fund"). The Reporting Person may be deemed to have an indirect pecuniary interest in such shares of Common Stock as an indirect holder of interests in the Fund.

In accordance with Instruction 5(b)(iv), the entire amount of the Issuer's securities held by the Fund is reported herein. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of the Reporting Person's pecuniary interest therein. This filing shall not be deemed an admission that the Reporting Person is subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any securities reported herein for purposes of Section 16 of the Exchange Act or otherwise.

- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.50 to \$12.97, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (3) to this Form 4.

- (4) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.99 to \$13.00, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (4) to this Form 4.

- (5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.79 to \$12.99, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (5) to this Form 4.

- (6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.48 to \$12.73, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (6) to this Form 4.

- (7) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.64 to \$12.79, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (7) to this Form 4.

- (8) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$12.97 to \$12.98, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (8) to this Form 4.

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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