

Watt Andrew E
Form 3
March 01, 2019

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Watt Andrew E | | (Month/Day/Year) | Strategic Education, Inc. [STRA] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/27/2019 | | |
| 2303 DULLES STATION BLVD | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) (specify below) | |
| | | | Chief Operating Officer | |
| HERNDON, VA | VA | 20171 | | |
| (City) | (State) | (Zip) | | |

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) |
|---------------------------------|---|--|---|
| Common Stock | 8,776 ⁽¹⁾ | 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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | Amount or Number of | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|------------|------------|-----------------|--------|----------|-------------------|---|
| Employee Stock Option (right to buy) | 02/20/2018 | 02/19/2024 | Common Stock | 551 | \$ 74.28 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 02/18/2025 | Common Stock | 1,678 | \$ 74.75 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 02/21/2026 | Common Stock | 2,632 | \$ 51.96 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/27/2027 | Common Stock | 4,592 | \$ 87.66 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Watt Andrew E 2303 DULLES STATION BLVD HERNDON, VA 20171 | Â | Â | Â Chief Operating Officer | Â |

Signatures

/s/ Daniel W. Jackson,
Attorney-in-Fact

03/01/2019

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).
- (1) Includes 1,131 restricted stock units which vest on February 27, 2020, 4,400 restricted stock units which vest on February 26, 2022, and 3,245 shares owned outright.
- (2) This option provided for vesting in two equal annual installments beginning February 19, 2018.
- (3) This option provided for vesting in two equal annual installments beginning February 22, 2019.
- (4) This option provided for vesting in four equal installments beginning February 27, 2018.

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Remarks:

Exhibit 24.1: Power of Attorney

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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