

Loureiro Jose Roberto  
 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Loureiro Jose Roberto		(Month/Day/Year)	LAUREATE EDUCATION, INC. [LAUR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/01/2018		
650 S. EXETER STREET,Â 12TH FLOOR			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
BALTIMORE,Â MDÂ 21202			Chief Executive Officer Brazil	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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	402	D	Â

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)	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	7,681	\$ (1)	D	Â
Restricted Stock Units	06/17/2018	Â (2)	Class B Common Stock	8,928	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Class A Common Stock	802	\$ (3)	D	Â
Employee Stock Option (Right to Buy)	Â (4)	12/09/2020	Class B Common Stock	67,500	\$ 21.52	D	Â
Employee Stock Option (Right to Buy)	Â (4)	10/02/2023	Class B Common Stock	46,911	\$ 17.44	D	Â
Employee Stock Options (Right to Buy)	Â (5)	06/14/2027	Class A Common Stock	2,233	\$ 17.89	D	Â
Performance Share Units	Â (6)	Â (6)	Class A Common Stock	30,000	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Loureiro Jose Roberto 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202	Â	Â	Â Chief Executive Officer Brazil	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

(1) 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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- (2) 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 ("RSU") represents the right to receive one share of Class A Common Stock. On the vesting date, the

- (3) reporting person will be issued a corresponding number of shares of Class A 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.

- (4) These options are fully vested and exercisable immediately.

745 of these options are vested and exercisable as of the date hereof. Subject to the reporting person's continued employment by the

- (5) Company, one-half of the unvested balance of these options will vest on December 31, 2018, and the other one-half of the unvested balance of these options will vest on December 31, 2019.

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

- (6) 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.

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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