### Edgar Filing: Daniels Timothy F. - Form 4

Daniels Timothy F. Form 4 July 24, 2017							
Check this box	NITED STATES		PPROVAL 3235-0287 January 31,				
Subject to Section 16. Form 4 or Form 5 I	Filed pursuant to state the file of the fi	TEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES d pursuant to Section 16(a) of the Securities Exchange Act of 1934, a 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 I Daniels Timothy F.	Reporting Person <u>*</u>	Symbol	<b>d</b> Ticker or Trading DUCATION, INC.	5. Relationship of Issuer (Chec	Reporting Per		
(Last) (First) 650 S. EXETER STI FLOOR		3. Date of Earliest T (Month/Day/Year) 07/20/2017	ransaction	Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer, EMEAA			
(Street		4. If Amendment, D Filed(Month/Day/Yea	-	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
BALTIMORE, MD				Person		1 0	
(City) (State)	· · · · · · · · · · · · · · · · · · ·		Derivative Securities A			-	
1.Title of 2. Transac Security (Month/Da (Instr. 3)	tion Date 2A. Deem ay/Year) Execution any (Month/D	Date, if Transactic Code ay/Year) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	SecuritiesHBeneficially(Owned(	5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a se	parate line for each c	lass of securities bene	Persons who res	pond to the collec		SEC 1474	
			required to respo	ained in this form ond unless the forn ntly valid OMB con	n	(9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative Securities	Expiration Date	Underlying Sect

1

#### Edgar Filing: Daniels Timothy F. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative		any (Month/Day/Year)	Code (Instr. 8)	Acquired (A Disposed of (Instr. 3, 4,	f (D)	(Month/Day/	/Year)	(Instr. 3 and 4	4)
Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sl	
Employee Stock Option (right to buy)	\$ 23.2	07/20/2017		D <u>(1)</u>		137,362	<u>(2)</u>	10/02/2023	Class B Common Stock (3)	1
Employee Stock Option (right to buy)	\$ 17.44	07/20/2017		A <u>(1)</u>	137,362		(2)	10/02/2023	Class B Common Stock (3)	1
Employee Stock Option (right to buy)	\$ 23.2	07/20/2017		D <u>(1)</u>		54,945	(4)	10/02/2023	Class B Common Stock (3)	
Employee Stock Option (right to buy)	\$ 17.44	07/20/2017		A <u>(1)</u>	54,945		<u>(4)</u>	10/02/2023	Class B Common Stock (3)	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Daniels Timothy F. 650 S. EXETER STREET 12TH FLOOR BALTIMORE, MD 21202			Chief Executive Officer, EMEAA			
Signatures						
/s/ Thomas J. Plotz, Attorney-in-Fact		07/24/201	7			

\*\*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 transactions reported herein reflect a one-time stock option repricing (the "Option Repricing") that became effective on July 20, 2017. Pursuant to the Option Repricing, the exercise price of each "Relevant Option" (any stock option awarded by Laureate Education, Inc. (the "Company") between October 2, 2013 and December 31, 2016 (inclusive)) has been amended to reduce such exercise price to

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\$17.44, which was the average closing price of a share of the Company's Class A common stock, par value \$0.004 per share ("Class A Common Stock") as reported on the Nasdaq Global Select Market over the twenty (20) calendar days preceding July 20, 2017. There have been no other changes to the terms of the Relevant Options.

(2) 109,890 of these options are exerciseable immediately. Subject to the reporting person's continued employment by the Company, 20% of these options will become exercisable on December 31, 2017.

Each share of the Company's Class B common stock, par value \$0.004 per share ("Class B Common Stock") is convertible into one share(3) of Class A Common Stock upon the election of the holder or upon transfer, subject to the terms of the Company's Amended and Restated Certificate of Incorporation.

43,956 of these options are exerciseable immediately. Subject to the reporting person's continued employment by the Company, 20% of
(4) these options will become vested and exercisable if the Company achieves the applicable equity value target determined pursuant to the Company's 2013 Long-Term Incentive Plan, as amended with respect to fiscal year 2017.

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.