

LAUREATE EDUCATION, INC.
Form 4
February 08, 2017

FORM 4

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

OMB APPROVAL

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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 *
KKR 2006 Fund (Overseas), Limited Partnership

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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	(A) or (D)	Price
Class A Common Stock	02/06/2017		P		3,532,737	A	\$ 14 (1)
					3,532,737	I	
Class A Common Stock	02/06/2017		P		38,691	A	\$ 14 (1)
					38,691	I	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR 2006 Fund (Overseas), Limited Partnership C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET NEW YORK, NY 10019		X		
KKR Partners II (International), LP C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET NEW YORK, NY 10019		X		
KKR PI-II GP LTD C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET NEW YORK, NY 10019		X		
KKR Associates 2006 (Overseas, Limited Partnership C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET NEW YORK, NY 10019		X		
KKR 2006 LTD C/O KOHLBERG KRAVIS ROBERTS & CO. L.P., 9 WEST 57TH STREET NEW YORK, NY 10019		X		

Signatures

KKR Partners II (International), L.P. By: KKR PI-II GP Limited, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Director	02/08/2017
__Signature of Reporting Person	Date
KKR PI-II GP Limited By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Director	02/08/2017
__Signature of Reporting Person	Date
KKR 2006 Fund (Overseas), Limited Partnership By: KKR Associates 2006 (Overseas), Limited Partnership, its GP By: KKR 2006 Limited, its GP By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Director	02/08/2017
__Signature of Reporting Person	Date
KKR Associates 2006 (Overseas), Limited Partnership By: KKR 2006 Limited, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Director	02/08/2017
__Signature of Reporting Person	Date
KKR 2006 Limited By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Director	02/08/2017
__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) These shares of Class A Common Stock, par value \$0.004 per share ("Class A Common Stock"), of Laureate Education, Inc. (the "Issuer") were purchased for \$14.00 per share in the initial public offering of the Issuer.

KKR 2006 Fund (Overseas), Limited Partnership directly holds these shares of Class A Common Stock. KKR Associates 2006 (Overseas), Limited Partnership is the general partner of KKR 2006 Fund (Overseas), Limited Partnership. KKR 2006 Limited is the general partner of KKR Associates 2006 (Overseas), Limited Partnership. KKR Fund Holdings L.P. is the sole shareholder of KKR 2006 Limited. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- (3) KKR Partners II (International), L.P. directly holds these shares of Class A Common Stock. KKR PI-II GP Limited is the general partner of KKR Partners II (International), L.P.

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. This filing shall not be deemed an admission that the Reporting Persons are 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 otherwise.
- (4)

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system.

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.