

LAUREATE EDUCATION, INC.

Form 3/A

March 17, 2017

**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	
72 CUMMINGS POINT ROAD, (Street)			(Month/Day/Year) 01/31/2017		LAUREATE EDUCATION, INC. [LAUR]	
STAMFORD, CT 06902 (City) (State) (Zip)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		5. If Amendment, Date Original Filed(Month/Day/Year) 02/16/2017	
					6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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)
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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)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

				Shares		or Indirect (1) (Instr. 5)	
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	10,147,102 (2)	\$ (1)	I	See Footnotes (3) (4) (9)
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	113,498 (2)	\$ (1)	I	See Footnotes (3) (5) (8) (9)
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	5,259,228 (2)	\$ (1)	I	See Footnotes (3) (6) (8) (9)
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	567,271 (2)	\$ (1)	I	See Footnotes (3) (7) (8) (9)
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	6,498 (10)	\$ (1)	I	See Footnotes (9) (10)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Point72 Asset Management, L.P. 72 CUMMINGS POINT ROAD STAMFORD,Â CTÂ 06902	Â	Â X	Â	Â
Point72 Capital Advisors, Inc. 72 CUMMINGS POINT ROAD STAMFORD,Â CTÂ 06902	Â	Â X	Â	Â
COHEN STEVEN A/SAC CAPITAL MGMT LP C/O SAC CAPITAL ADVISORS L.P. 72 CUMMINGS POINT ROAD STAMFORD,Â CTÂ 06902	Â	Â X	Â	Â

## Signatures

Point72 Asset Management, L.P. by Point72 Capital Advisors, Inc., its general partner, By: /s/ Kevin J. O'Connor, Authorized Officer	03/17/2017
**Signature of Reporting Person	Date
Point72 Capital Advisors, Inc., By: /s/ Kevin J. O'Connor, Authorized Officer	03/17/2017
**Signature of Reporting Person	Date
/s/ Steven A. Cohen	03/17/2017
**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) Each share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Issuer") is convertible into one share of Class A Common Stock of the Issuer ("Class A Common Stock") upon the election of the holder or upon transfer, subject to the terms of the Issuer's Amended and Restated Certificate of Incorporation.
- (2) These shares were reported in the original Form 3 filed by the Reporting Persons on February 16, 2017 (the "Original Report"), but are included herein to amend the footnote disclosure in the Original Report with respect to such shares.
- (3) Shares of Class B Common Stock are held directly by Wengen Alberta, Limited Partnership ("Wengen"). Wengen Investments Limited ("Wengen GP") is the general partner of Wengen. Certain investors, including, but not limited to, certain investment funds and other persons affiliated with or managed by Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, ("CPV"), Bregal Investments, Inc., StepStone Group LP, Sterling Fund Management, LLC and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. The Reporting Persons and certain of the other Wengen Investors have designated representatives who serve as the members of the board of directors of Wengen GP.
- (4) CPV Holdings, LLC ("CPV Holdings") may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen. Steven A. Cohen may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of membership interests he holds in CPV Holdings.
- (5) Point72 Capital, L.P. may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen. Point72 Capital Management, LLC is the general partner of Point72 Capital, L.P.
- (6) Point72 Capital International, Ltd. may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen.
- (7) Point72 GDF, Ltd. may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the limited partnership interests it holds in Wengen.
- (8) Point72 Asset Management, L.P. may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of the investment management agreements it has entered into with each of the reporting persons in (5), (6) and (7) above. Point72 Capital Advisors, Inc. is the general partner of Point72 Asset Management, L.P. Steven A. Cohen is the sole shareholder of Point72 Capital Advisors, Inc.
- (9) 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.
- (10) These shares are held directly by CPV and were omitted from the Original Report. Steven A. Cohen may be deemed to indirectly beneficially own these shares of Class B Common Stock by virtue of membership interests he holds in CPV.

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.