



Edgar Filing: Ayers Jeffrey David - Form 4

Common Stock					2,001 (1)	\$	13.85	
Common Stock	03/14/2018	F			1,099 (1)	\$	13.85	136,142 D
Common Stock	03/14/2018	M			2,069	A	(2)	138,211 D
Common Stock	03/14/2018	D			2,069	D	\$ 13.85	136,142 D
Common Stock	03/14/2018	M			4,515	A	(2)	140,657 D
Common Stock	03/14/2018	D			4,515	D	\$ 13.85	136,142 (3) D

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 displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cash-Settled RSU	(2)	03/14/2018		M	2,069	(4)	03/14/2019	Common Stock	2,069
Cash-Settled RSU	(2)	03/14/2018		M	4,515	(5)	03/14/2020	Common Stock	4,515

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ayers Jeffrey David CAREER EDUCATION CORPORATION			SVP, General	

231 N. MARTINGALE ROAD  
SCHAUMBURG, IL 60173

Counsel

## Signatures

Jeffrey D. Ayers by POA: Greg E.  
Jansen

03/16/2018

\_\_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) Reflects shares of common stock surrendered to the Company to satisfy tax withholding obligations in connection with the vesting of restricted stock or stock units.
- (2) Each cash-settled RSU is the economic equivalent of one share of Issuer's common stock.
- (3) Includes 73,503 restricted stock units granted pursuant to the Career Education Corporation 2008 or 2016 Incentive Compensation Plans, with each unit representing the contingent right to receive one share of Issuer's common stock.
- (4) The remaining cash-settled RSUs vest in one additional installment on March 14, 2019.
- (5) The remaining cash-settled RSUs vest in two additional installments on March 14, 2019 and 2020.

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.