

LAUREATE EDUCATION, INC.
 Form 3
 February 03, 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 *
 ^ FRIEDMAN DARREN M.
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 01/31/2017

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O STEPSTONE GROUP
 LP, ^ 885 THIRD AVENUE,
 17TH FLOOR

(Street)

(Check all applicable)

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

NEW YORK, ^ NY ^ 10022

(City) (State) (Zip)

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 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)

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 (I) (Instr. 5) | |
|----------------------|-------|--------|----------------------|----------------------------|--------------------------------|
| Class B Common Stock | Â (1) | Â (1) | Class A Common Stock | 3,999,536 \$ (1) | I (2) (3) See footnote (2) (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIEDMAN DARREN M. C/O STEPSTONE GROUP LP 885 THIRD AVENUE, 17TH FLOOR NEW YORK, NY 10022 | Â X | Â X | Â | Â |

Signatures

Darren M. Friedman
Date: 02/03/2017

**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) 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, 2007 Co-Investment Portfolio L.P. ("2007 Co-Invest"), StepStone Capital Partners II Onshore, L.P. ("Onshore") and StepStone Capital Partners II Cayman Holding, L.P. (collectively with 2007 Co-Invest and Onshore, the "StepStone Funds") and certain investment funds and other persons affiliated with or managed by Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, Bregal Investments, Inc., Sterling Fund Management, LLC and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen.
- (3) (continued from footnote 2) The Reporting Person is a designated representative of the StepStone Funds who serves as a member of the board of directors of Wengen GP. In such capacity, the Reporting Person may be deemed to indirectly beneficially own shares of Class B Common Stock owned by Wengen by virtue of the limited partnership interests the StepStone Funds hold in Wengen.

Remarks:

This filing shall not be deemed an admission that the Reporting Person is subject to Section 16

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.